

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO

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In re: PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.<sup>1</sup>

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In re: PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 4780-LTS

PUERTO RICO ELECTRIC POWER AUTHORITY,

Debtor.

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**COVER SHEET TO FOURTH MONTHLY FEE APPLICATION OF O'NEILL &  
BORGES LLC FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE FINANCIAL  
OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS  
REPRESENTATIVE OF DEBTOR, PUERTO RICO ELECTRIC POWER  
AUTHORITY ("PREPA") FOR THE PERIOD OF OCTOBER 1, 2017 THROUGH  
OCTOBER 31, 2017**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	October 1, 2017 through October 31, 2017
Amount of compensation sought as actual, reasonable and necessary:	\$24,899.40
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$257.17
Total amount for this invoice:	\$25,156.57

This is a: X monthly \_\_\_ interim \_\_\_ final application

This is O&B's fourth monthly fee application in these cases.

On November 17, 2017 sent to:

**FOMB:**

Financial Oversight and Management Board  
40 Washington Square South  
Office 314A  
New York, NY 10012  
Attn: Professor Arthur J. González  
FOMB Board Member

and

Proskauer Rose LLP,  
Eleven Times Square  
New York, NY 10036  
Attn: Martin J. Bienenstock, Esq.  
Ehud Barak, Esq.,

and

Proskauer Rose LLP  
70 West Madison Street  
Chicago, IL 60602  
Attn: Paul V. Possinger, Esq.

**Counsel for AAFAF:**

O'Melveny & Myers LLP  
Times Square Tower  
7 Times Square  
New York, NY 10036  
Attn: John J. Rapisardi, Esq.  
Suzanne Uhland, Esq.  
Diana M. Pérez, Esq.

and

Greenberg Taurig LLP  
200 Park Avenue  
New York, NY 10166  
Attn: Nancy A. Mitchell, Esq.  
Nathan A. Haynes, Esq.

**Office of United States Trustee:**

Office of the United States Trustee  
for the District of Puerto Rico  
Edificio Ochoa  
500 Tanca Street  
San Juan, PR 00901  
(In re: Commonwealth of Puerto Rico)

**Fee Examiner:**

Godfrey & Kahn, S.C.  
One East Main Street  
Suite 500  
Post Office Box 2719  
Madison, WI 53701-2719  
Attn: Brady C. Williamson

**Co-Counsel for the Official Committee of Unsecured Creditors:**

Paul Hastings LLP  
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New York, NY 10166  
Attn: Luc. A. Despins, Esq.  
Andrew V. Tenzer, Esq.  
Michael E. Comerford, Esq.

G. Alexander Bongartz, Esq.  
and  
Casillas, Santiago & Torres, LLC (Proposed)  
El Caribe Office Building  
53 Palmeras Street, Suite 1601  
San Juan, PR 00901-2419  
Attn: Juan J. Casillas Ayala, Esq.  
Diana M. Battle-Barasorda, Esq.  
Alberto J.E. Añeses Negrón, Esq.  
Ericka C. Montull-Novoa, Esq.

**Counsel for U.S. Bank National Association:**

Maslon LLP  
90 South Seventh Street  
Suite 3300  
Minneapolis, MN 55402  
Attn: Clark T. Whitmore, Esq.,  
William Z. Pentelovitch, Esq.,  
John T. Duffey, Esq.,  
Jason M. Reed, Esq.,  
and  
Rivera, Tulla and Ferrer, LLC  
50 Quisqueya Street  
San Juan, PR 00917  
Attn: Eric A. Tulla, Esq.  
Iris J. Cabrera-Gómez, Esq.



**Summary of Legal Fees for the Period October 1, 2017 through October 31, 2017**

<b>Task Code</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
201	Tasks relating to the Board, its Members, its Staff, its Advisors or its Consultants	0.30	\$ 54.00
202	Legal Research	15.30	\$ 2,780.00
203	Hearings and Other Non-filed Communications with the Court	4.20	\$ 745.50
204	Communications with Claim Holders	0.70	\$ 147.00
206	Documents filed on behalf of the Board	20.30	\$ 4,155.50
207	Non-Board Court Filings	5.80	\$ 1,054.50
208	Stay Matters	29.50	\$ 6,992.50
209	Adversary Proceeding	17.30	\$ 3,751.50
210	Analysis and Strategy	28.70	\$ 6,830.50
212	General Administration	2.60	\$ 738.00
214	Legal/Regulatory Matters	0.90	\$ 162.00
219	Docketing	1.50	\$ 187.50
220	Translations	0.50	\$ 67.50
			<b>\$ 27,666.00</b>
<b>Less: 10% Courtesy Discount</b>			<b>\$ (2,766.60)</b>
<b>TOTALS</b>		<b>127.60</b>	<b>\$ 24,899.40</b>

**Summary of Legal Fees for the Period October 1, 2017 through October 31, 2017**

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Carla Garcia Benitez	Member	Litigation	\$ 325.00	0.10	\$ 32.50
Jerry Lucas Marrero	Member	Corporate	\$ 300.00	12.90	\$ 3,870.00
Hermann D. Bauer	Member	Litigation	\$ 280.00	27.00	\$ 7,560.00
Carlos E. George	Member	Labor	\$ 245.00	5.70	\$ 1,396.50
Isis L. Perez Velez	Jr. Member	Corporate	\$ 240.00	13.50	\$ 3,240.00
Ubaldo M. Fernandez Barrera	Jr. Member	Litigation	\$ 195.00	11.60	\$ 2,262.00
Daniel J. Perez Refojos	Associate	Litigation	\$ 165.00	5.30	\$ 874.50
Arturo Hernandez	Associate	Litigation	\$ 160.00	10.70	\$ 1,712.00
Gabriel L. Olivera Dubon	Associate	Litigation	\$ 175.00	16.60	\$ 2,905.00
Rosangela Torres Torrs	Associate	Corporate	\$ 155.00	3.00	\$ 465.00
Jorge A. Candelaria	Associate	Corporate	\$ 155.00	13.40	\$ 2,077.00
Emiliano Trigo Fritz	Associate	Corporate	\$ 180.00	4.70	\$ 846.00
Karla M. Morales	Associate	Corporate	\$ 155.00	1.10	\$ 170.50
Olga M. Alicea	Paralegal	Litigation	\$ 135.00	0.50	\$ 67.50
Milagros Marcano Baez	Paralegal	Litigation	\$ 125.00	1.50	\$ 187.50

**Totals** **127.60** **\$ 27,666.00**

**Less: 10% Courtesy discount** **\$ (2,766.60)**

<b>SUMMARY OF LEGAL FEES</b>	<b>\$ 24,899.40</b>
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**Summary of Disbursements for the Period October 1, 2017 through October 31, 2017**

Description - Expenses	Amounts
Duplicating	\$ 3.25
Duplicating-Color	\$ 104.40
Westlaw	\$ 149.52

**Totals** **\$ 257.17**

<b>SUMMARY OF DISBURSEMENTS</b>	<b>\$ 257.17</b>
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O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$22,409.46, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$257.17) in the total amount of \$22,666.63.

## **Exhibit A**

250 AVE MUNOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE PREPA TITLE III

November 3, 2017  
Bill #: 312052  
Billing Attorney: HDB

### BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending  
October 31, 2017:

Client.Matter: P1705 - 1

RE: THE FINANCIAL OVERSIGHT AND MANAGMENT BOARD OF PUERTO RICO, AS  
REPRESENTATIVE  
OF THE PUERTO RICO ELECTRIC POWER AUTHORITY (PREPA) PROMESA TITLE III  
NO. 17 BK  
4780-LTS

Total Professional Services	\$ 27,666.00
Less Discount	<u>\$ -2,766.60</u>
Net Professional Services	\$ 24,899.40
Total Reimbursable Expenses	<u>\$ 257.17</u>
<b>TOTAL THIS INVOICE</b>	<b>\$ 25,156.57</b>

O'NEILL & BORGES LLC

Client.Matter: P1705 . 1

RE: THE FINANCIAL OVERSIGHT AND MANAGMENT BOARD OF PUERTO RICO, AS  
REPRESENTATIVE

OF THE PUERTO RICO ELECTRIC POWER AUTHORITY (PREPA) PROMESA TITLE III  
NO. 17 BK  
4780-LTS

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
10/02/17	CGB	210	Review and analyze Proskauer's analysis of claims in Union de Trabajadores de la Industria Electrica y Riego, Inc. v. Puerto Rico Electric Power Authority, E. Trigo al. , Adv. Proc. No. 17-229-LTS in Case No. 17-BK-4780-LTS.	.10	325.00	32.50
10/02/17	HDB	209	Review meet and confer letter regarding Motion to Dismiss 17-AP-229.	.20	280.00	56.00
10/02/17	CEG	209	Review notice to plaintiff's counsel and draft Motion to dismiss UTIER claim in 17AP229.	1.20	245.00	294.00
10/03/17	MMB	219	Docket court notice received by mail dated October 2, 2017, regarding various deadlines and hearing on January 10, 2018 - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50
10/04/17	JLM	210	Consider issues present in light of PREPA Title III.	.50	300.00	150.00
10/04/17	JLM	210	Review various documents received regarding PV Properties request for relief of Stay for an action at the PR Energy Commission.	1.00	300.00	300.00
10/04/17	JLM	210	Review Act 82 and Act 83 of 2010 in light of PV Properties allegation concerning PREPA obligation to acquire RECs from all generation companies.	1.00	300.00	300.00
10/04/17	JLM	210	Conference with team regarding preliminary assessment of issues and potential recommendations.	.40	300.00	120.00
10/04/17	JLM	210	Review further documents received related to PV Properties MLS.	.40	300.00	120.00

Bill #: 312052

November 3, 2017

10/04/17	JLM	210	Email exchange with Proskauer related to PV Properties MLS and order issues by the court.	.30	300.00	90.00
10/04/17	HDB	208	Review Motion for Relief from Stay filed by PV Properties and draft e-mail regarding same.	.40	280.00	112.00
10/04/17	HDB	212	Review extra-judicial fraud claim by Blue Beetle III, LLC against PREPA.	.40	280.00	112.00
10/04/17	HDB	208	Receive and review order on briefing schedule for PV Properties Motion for Relief from Stay.	.10	280.00	28.00
10/04/17	HDB	208	Draft email regarding same.	.10	280.00	28.00
10/04/17	UMF	208	Analyzing Motion for relief from Stay filed by PV Properties.	1.60	195.00	312.00
10/04/17	MMB	219	Docket court notice received by mail dated October 4, 2017, regarding order setting deadlines to oppose PV Properties' Motion for lift of Stay, reply thereto.	.10	125.00	12.50
10/05/17	JLM	210	Email exchange with Proskauer and GT scheduling a conference call for today to discuss PV Properties MLS and issues to address.	.10	300.00	30.00
10/05/17	JLM	210	Prepare for call and review of document associated with PV Properties MLS.	.60	300.00	180.00
10/05/17	ILP	208	Tel. conf. with C. Theodoris and P. Possinger from Proskauer and N. Haynes from Greenberg, among others, to discuss matters related to Relief From Stay Under 362 filed by PV Properties in case 17-04780-LTS9.	.40	240.00	96.00
10/05/17	ILP	208	Review Relief From Stay Under 362 filed by PV Properties in case 17-04780-LTS9.	.30	240.00	72.00
10/05/17	ILP	208	Review Order issued by the Court in case 17-04780-LTS9 in regards to Relief From Stay Under 362 filed by PV Properties.	.10	240.00	24.00
10/05/17	ILP	208	Analyze allegations raised by PV Properties in Relief From Stay Under 362 in case 17-04780-LTS9 in preparation for telephone conference with Proskauer and Greenberg.	1.70	240.00	408.00
10/05/17	ETF	201	Call with Proskauer and GT regarding PV Properties request for lift of Stay Motion.	.30	180.00	54.00
10/05/17	ETF	207	Review PV Properties request for lift of Stay Motion.	.90	180.00	162.00

Bill #: 312052

November 3, 2017

10/05/17	ETF	214	Review Act 82-2010 issues related to the PREC and the PV Properties Motion.	.90	180.00	162.00
10/06/17	JLM	208	Consider PR administrative law arguments that may be used in Motion to oppose PV Properties MLS.	.40	300.00	120.00
10/06/17	JLM	208	Briefly discuss PR administrative law arguments and recommendations with team.	.30	300.00	90.00
10/06/17	HDB	208	Receive and review Opposition to Request for Extension of Stay Protocol filed by PBJL Energy Corporation.	.20	280.00	56.00
10/06/17	HDB	208	Review notice lift Stay by PBJL Energy Corporation.	.20	280.00	56.00
10/06/17	HDB	208	Draft e-mails regarding deficiency in PBJL Energy Corporation Lift Stay Notice.(.20) Review e-mails by Proskauer and OMM regarding same.(.10)	.30	280.00	84.00
10/06/17	HDB	212	Receive and review Joint Administration Order.	.10	280.00	28.00
10/06/17	HDB	212	Receive and review Order authorizing PRIDCO lease rejection.	.10	280.00	28.00
10/06/17	HDB	212	Receive and review Order enlarging time to file removals.	.10	280.00	28.00
10/06/17	HDB	212	Receive and review Order approving Fee Examiner.	.10	280.00	28.00
10/06/17	CEG	208	Revise stipulation related to prepetition grievances, arbitration and administrative cases.(1.00) Consider application of Law 184-2004 and Law 8-2017.(.40)	1.40	245.00	343.00
10/06/17	ILP	208	Analyze matters related to allegations made by the Puerto Rico Electric Power Authority regarding rule making process requirement for implementation of public policy related to Relief From Stay Under 362 filed by PV Properties in case 17-04780-LTS9.	1.00	240.00	240.00
10/06/17	JAC	207	Conduct legal research on whether an administrative agency may implement laws prior to approving regulations.	3.90	155.00	604.50
10/06/17	JAC	202	Review and analyze Puerto Rico Supreme Court case law regarding an administrative agency's authority to implement laws absent regulations.	.90	155.00	139.50
10/09/17	JLM	212	Review various documents received related to PREPA Title III.	.50	300.00	150.00



Bill #: 312052

November 3, 2017

10/09/17	HDB	209	Receive and review Assured's Urgent Motion to Respond to Committee's Supplemental Brief and to Comply with Court's Order, Requesting Court to Deny Committee's Motion to Intervene or, in the alternative, Allow limited intervention as set forth in the Motion in Response in 17-AP-232.	.20	280.00	56.00
10/09/17	HDB	209	Receive and review Motion in Compliance with Rule 24 (c) Federal Rules of Civil Procedure filed by UTIER in 17-AP-228.	.20	280.00	56.00
10/09/17	DJP	206	File the Response to Official Committee of Unsecured Creditors' Supplemental Briefing in Support of Limited Participation through the court's electronic filing system in Adv. 17 228 (at Docket No. 51).	.10	165.00	16.50
10/09/17	DJP	206	File the Response to Official Committee of Unsecured Creditors' Supplemental Briefing in Support of Limited Participation through the court's electronic filing system in Adv. 17 232 (at Docket No. 46).	.10	165.00	16.50
10/09/17	JAC	208	Conduct legal research on whether the Puerto Rico Energy Commission may adjudicate a case pursuant to Act 82-2010 (Public Policy on Energy Diversification by Means of Sustainable and Alternative Renewable Energy in Puerto Rico Act) prior to promulgating regulations, as requested by I. L. Perez.	2.90	155.00	449.50
10/09/17	JAC	208	Draft email to I. L. Perez discussing whether or not the Puerto Rico Energy Commission may implement Act 82-2010 prior to approving regulations.	2.80	155.00	434.00
10/09/17	JAC	210	Review and analyze Act 82-2010 (Public Policy on Energy Diversification by Means of Sustainable and Alternative Renewable Energy in Puerto Rico Act) to assess the Puerto Rico Energy Commission's powers and responsibilities under such act.	.80	155.00	124.00
10/09/17	KMM	202	Review executive orders issued by the Governor to confirm if they suspend the billing of the electric power service.	1.10	155.00	170.50
10/09/17	MMB	219	Docket court notice received by mail dated October 6, 2017, regarding PREPA's deadline to file notices of removal - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50
10/10/17	JLM	202	Review and consider various documents received regarding PREPA Title III proceeding and consideration of various cases.	.30	300.00	90.00

Bill #: 312052

November 3, 2017

10/10/17	JLM	202	Review and consider legal research finding regarding PREC opposition to implement Title III Stay and local law grounds to challenge that position.	.40	300.00	120.00
10/10/17	HDB	212	Receive and review Order for Joint Administration of PREPA and other Title III Cases and draft e-mails regarding same.	.20	280.00	56.00
10/10/17	UMF	210	Receive and review order on consolidation of case with other Title III cases.	.30	195.00	58.50
10/10/17	UMF	204	Receive and review emails from M. Zerjal and H. Bauer regarding Siemens matters related to R. 2004 examination.	.60	195.00	117.00
10/10/17	RTT	209	Draft email to C. George regarding comments to the Motion to dismiss, the acquired rights doctrine and argument to dismiss plaintiff's takings claim.	.30	155.00	46.50
10/10/17	RTT	209	Revise comments to the Motion to dismiss the UTIER complaint.	.40	155.00	62.00
10/10/17	RTT	209	Draft memo regarding suggestions to the Motion to dismiss, the acquired rights doctrine and argument to dismiss plaintiff's takings claim.	2.30	155.00	356.50
10/11/17	JLM	202	Review various documents received regarding PREPA pending matters and draft Motion to oppose PV Properties MLS.	.30	300.00	90.00
10/11/17	JLM	202	Consider Puerto Rico agencies public policy implementation via adjudicative process versus regulations and consider include the same on motions being prepared to oppose PV Properties MLS.	.50	300.00	150.00
10/11/17	HDB	209	Receive and review meet and confer letter regarding Motion to Dismiss 17-AP-232.	.20	280.00	56.00
10/11/17	HDB	209	Receive and review multiple e-mails regarding meet and confer in 17-AP-229.	.20	280.00	56.00
10/11/17	HDB	210	Tel. conf. E. Barak and C. Theodorisis regarding potential DIP Loan to PREPA and issue regarding local authorities.	.20	280.00	56.00
10/11/17	HDB	210	Review local rules and certain case law regarding DIP Financing and edit draft e-mail regarding same.	.80	280.00	224.00
10/11/17	HDB	208	Receive and review Opposition to PV Properties' Opposition to Motion for Relief from Stay.	.70	280.00	196.00

Bill #: 312052

November 3, 2017

10/11/17	GOD	203	Research the requirements for motions to obtain post-petition financing for debtors in possession in the District of Puerto Rico.	2.80	175.00	490.00
10/11/17	GOD	203	Draft analysis with the potential issues that could arise if PREPA seeks a Motion to obtain post-petition financing.	1.30	175.00	227.50
10/12/17	JLM	208	Continue review email and draft MLS Motion filed by PV Properties received from E. Barak.	.30	300.00	90.00
10/12/17	JLM	208	Consider potential additional arguments that can be used to oppose PV Properties MLS Motion based on Puerto Rico administrative law.	.50	300.00	150.00
10/12/17	JLM	208	Discuss PV Properties MLS Motion with team and comments to consider provided from Proskauer to Motion.	.30	300.00	90.00
10/12/17	JLM	210	Review PREC resolution issued staying the process as result of Hurricane Maria and providing instructions.	.40	300.00	120.00
10/12/17	HDB	208	Review potential argument for Opposition to PV Properties Motion to Lift Stay.	.20	280.00	56.00
10/12/17	HDB	208	Review exhibit and underlying claim documents regarding Opposition to PV Properties Motion to Lift Stay.	.60	280.00	168.00
10/12/17	HDB	209	Review e-mails concerning meet and confer in 17-AP-232.	.10	280.00	28.00
10/12/17	HDB	209	Receive and review unopposed Urgent Motion to Extend Deadlines in 17-AP-229.	.10	280.00	28.00
10/12/17	ILP	208	Review draft Motion prepared by Greenberg Touring in response to Relief From Stay Under 362 filed by PV Properties in case 17-04780-LTS9.	1.00	240.00	240.00
10/12/17	ILP	210	Review matters related to additional allegations made by the Puerto Rico Electric Power Authority regarding rule making process requirement for implementation of public policy related to Relief From Stay Under 362 filed by PV Properties in case 17-04780-LTS9.	2.30	240.00	552.00
10/13/17	JLM	208	Discuss and recommend preparation of comments to draft Motion to oppose PV Properties MLS Motion.	.30	300.00	90.00

Bill #: 312052

November 3, 2017

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10/13/17	JLM	208	Email exchange with Proskauer regarding PV Properties Motion, draft Motion being prepared and expected comments.	.30	300.00	90.00
10/13/17	JLM	208	Review final email and comments submitted to Proskauer for consideration to include in Motion opposing PV Properties MLS.	.20	300.00	60.00
10/13/17	JLM	208	Review and revise draft email with recommendations and Motion revisions.	.50	300.00	150.00
10/13/17	JLM	210	Review and consider legal research findings regarding implementation of public policy through adjudicative proceedings versus regulatory adoptions by governmental agencies as additional argument to use in Motion to oppose PV Properties MLS.	.40	300.00	120.00
10/13/17	HDB	209	Coordinate filing and service of Motion to Amend Briefing Schedule in 17-AP-229.	.20	280.00	56.00
10/13/17	HDB	208	Review e-mails and suggestions to Opposition to Motion for Relief from Stay regarding Properties.	.20	280.00	56.00
10/13/17	HDB	209	Review order on amended briefing schedule.	.10	280.00	28.00
10/13/17	HDB	209	Receive and review Plaintiffs' Notice of Voluntary Dismissal Without Prejudice Pursuant to Fed. R. Civ. P. 41(a)(1)(a)(i) and Fed. R. Bankr. P. 7041 in 17-AP-232.	.20	280.00	56.00
10/13/17	HDB	212	Review issues regarding Master Service Lists in PREPA Adversary Proceedings.	.20	280.00	56.00
10/13/17	HDB	209	Draft, receive and review multiple e-mails with Proskauer and OMM regarding request to amend briefing schedule in 17-AP-197.	.20	280.00	56.00
10/13/17	HDB	208	Revise comment to draft opposition to PV Motion for Relief from Stay.	.30	280.00	84.00
10/13/17	ILP	208	Review comments made by Proskauer to Relief From Stay Under 362 filed by PV Properties in case 17-04780-LTS9.	.80	240.00	192.00
10/13/17	ILP	208	Draft edits to Motion filed by PV Properties in case 17-04780-LTS9 regarding Relief From Stay Under 362.	2.80	240.00	672.00

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Bill #: 312052

November 3, 2017

10/13/17	ILP	208	Analyze matters regarding argument to be included in Motion in response to Relief From Stay Under 362 filed by PV Properties in case 17-04780-LTS9 regarding energy producers in Puerto Rico.	1.60	240.00	384.00
10/13/17	DJP	206	File through the court's electronic filing system the Unopposed Urgent Motion of Defendant Financial Oversight and Management Board for Puerto Rico to Extend all Defendants' Time to Answer or Otherwise Respond to the Adversary Complaint, together with the proposed order as an attachment thereto.	.30	165.00	49.50
10/13/17	DJP	206	Draft and send email to personnel from Epiq Bankruptcy Solutions informing of failing and requesting service accordingly.	.10	165.00	16.50
10/13/17	DJP	206	Draft and send email to presiding judge attaching courtesy copy of the Unopposed Urgent Motion of Defendant Financial Oversight and Management Board for Puerto Rico to Extend all Defendants' Time to Answer or Otherwise Respond to the Adversary Complaint, as well as the proposed order in Word format.	.20	165.00	33.00
10/13/17	DJP	206	Review and finalize Unopposed Urgent Motion of Defendant Financial Oversight and Management Board for Puerto Rico to Extend all Defendants' Time to Answer or Otherwise Respond to the Adversary Complaint.	.30	165.00	49.50
10/13/17	DJP	206	Review and finalize the proposed order to be attached to the Unopposed Urgent Motion of Defendant Financial Oversight and Management Board for Puerto Rico to Extend all Defendants' Time to Answer or Otherwise Respond to the Adversary Complaint.	.10	165.00	16.50
10/13/17	JAC	210	Draft memo regarding whether the P.R. Energy Commission can implement the provisions of Act 82-2010, known as the "Public Policy on Energy Diversification by Means of Sustainable and Alternative Renewable Energy in Puerto Rico Act," through an adjudicative procedure prior to promulgating regulations.	2.10	155.00	325.50
10/13/17	ETF	206	Review draft of opposition to PV properties lift of Stay Motion; Revise email to Proskauer regarding same.	1.80	180.00	324.00

Bill #: 312052

November 3, 2017

10/13/17	MMB	219	Docket court notice received by mail dated October 13, 2017, regarding deadlines to answer complaint, plaintiffs' answers to motions or counterclaims, replies, in case 17-00229 - H. Bauer, U. Fernandez, D. Pérez.	.20	125.00	25.00
10/16/17	JLM	208	Review and consider draft revised Motion to oppose PV Properties MLS request and provide comments.	.80	300.00	240.00
10/16/17	HDB	208	Review revised draft opposition to Opposition to PV Properties Motion to Lift Stay.	.60	280.00	168.00
10/16/17	HDB	208	Tel. conf. with Fernando Agrait regarding Notice to Lift Stay.	.20	280.00	56.00
10/16/17	HDB	208	Receive and review Notice to Lift Stay relative to Instituto de Conservación y Competitividad Económica de Puerto Rico v. Comisión de Energía de Puerto Rico & Autoridad de Energía Eléctrica de Puerto Rico, No. KLRA201700444 and Autoridad de Energía de Puerto Rico & Instituto de Conservación y Competitividad Económica de Puerto Rico v. Comisión de Energía Eléctrica de Puerto Rico, No. KLRA20170446, submitted by ICSE.	.30	280.00	84.00
10/16/17	HDB	210	Review concerning authority to perfect lien on PREPA hard assets.	.80	280.00	224.00
10/16/17	ILP	208	Review additional comments by Proskauer to Motion in response to Relief From Stay Under 362 filed by PV Properties in case 17-04780-LTS9.	1.00	240.00	240.00
10/16/17	ETF	206	Review revisions to draft opposition to PV Properties lift of Stay Motion.	.40	180.00	72.00
10/17/17	HDB	209	Consultation on legal issues regarding liens on PREPA hard assets.	.40	280.00	112.00
10/17/17	HDB	212	Review PREPA Collective Bargaining Agreement Memo.	.40	280.00	112.00
10/17/17	HDB	209	Receive and review Order dismissing 17-AP-232.	.10	280.00	28.00
10/18/17	JLM	210	Review email from Proskauer forwarding copy of Motion to be filed with revisions.	.10	300.00	30.00
10/18/17	HDB	208	Revise additional edits to draft opposition to PV Properties Motion to Lift Stay.	.40	280.00	112.00



Bill #: 312052

November 3, 2017

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10/18/17	HDB	208	Review ICSE's Motion to remand to PREC the Rate Resolution proceedings before the Court of Appeals in connection with ICSE's Motion for Relief from Stay.	.20	280.00	56.00
10/18/17	ILP	208	Review revised version and additional comments by Greenberg Touring to Motion in response to Relief From Stay Under 362 filed by PV Properties in case 17-04780-LTS9	.50	240.00	120.00
10/19/17	HDB	206	Receive and review draft Urgent Motion to Extend Deadlines to file Creditor List, with Notice of Presentment and draft Order.	.10	280.00	28.00
10/19/17	HDB	208	Receive and review Notice of Intent to file a Motion to Lift the Stay in the consolidated cases of Mirna Iris López García and others v. PREPA and others, civil no. HSCI201300593, and of Daisy Aguayo Cuevas and others v. PREPA and others, civil no. HSCI201300888.	.20	280.00	56.00
10/19/17	DJP	206	Review and finalize Notice of Presentment of Order Extending Date to file Creditors List in preparation of its filing.	.30	165.00	49.50
10/19/17	DJP	206	Review and finalize Urgent Motion of the Puerto Rico Electric Power Authority and the Puerto Rico Highways and Transportation Authority for Entry of Order Extending Date to file Creditor Lists in preparation of its filing.	.30	165.00	49.50
10/19/17	DJP	206	Review and finalize Proposed Order Extending Date for the Puerto Rico Electric Power Authority and the Puerto Rico Highways and Transportation Authority to File their Creditors Lists in preparation of its filing.	.20	165.00	33.00
10/19/17	DJP	206	File Notice of Presentment of Order Extending Date to File Creditors Lists, through the court's electronic filing system in the PREPA case.	.10	165.00	16.50
10/19/17	MMB	219	Update MLS chart to include entry on opposition to Motion regarding relief from Stay, dkt. no. 347.	.10	125.00	12.50
10/20/17	HDB	212	Review issues regarding PREPA chart of pending Stay motions.	.20	280.00	56.00
10/20/17	HDB	208	Tel. conf. E. Barak regarding PREPA Lift Stay Motions.	.20	280.00	56.00

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Bill #: 312052

November 3, 2017

10/20/17	MMB	219	Review email from H. Bauer regarding instructions to create chart on motions for relief from Stay, notices of intent to move for lift of Stay in PREPA case.	.10	125.00	12.50
10/20/17	MMB	219	Create chart on motions for relief from Stay in PREPA case, notices of intent to move for lift of Stay, as requested by H. Bauer.	.30	125.00	37.50
10/20/17	MMB	219	Conference with U. Fernandez regarding chart on motions for relief from Stay in PREPA case.	.10	125.00	12.50
10/23/17	HDB	210	Strategy session with P. Pierluisi and E. Trigo regarding local law aspects and other issues regarding PREPA DIP financing.	.30	280.00	84.00
10/24/17	JLM	207	Review and consider Motion filed by PV Properties in response to opposition filed by PREPA to MLS (Case No. 17 BK 4780-LTS) and provide reaction.	.40	300.00	120.00
10/24/17	HDB	209	Review e-mail regarding meet and confer with R. Emmanuelli regarding CAB Adversary Proceeding.	.20	280.00	56.00
10/24/17	HDB	208	Review PV Properties Reply to Opposition to Motion to Lift the Automatic Stay.	.30	280.00	84.00
10/24/17	HDB	210	Review legal issues, concerns and strategy issues relative to the potential designation of an interim manager with P. Pierluisi and E. Trigo.	.80	280.00	224.00
10/24/17	HDB	212	Receive and review Letter from Nydia Velazquez regarding oversight of PREPA contracts.	.10	280.00	28.00
10/24/17	HDB	210	Outline issues regarding potential appointment of interim administrator regarding and outline issues regarding Energy Commission and Governance with I. Perez in anticipation of conference call.	.40	280.00	112.00
10/24/17	HDB	209	Review UTIER's Response to Meet and Confer Letter disputing basis for dismissal of claims in 17-AP-229.	.30	280.00	84.00
10/24/17	CEG	210	Revise revised draft of stipulation regarding certain grievances procedures.	.30	245.00	73.50
10/24/17	MMB	219	Update MLS chart to include court notice received by mail dated October 24, 2017, in relation with PV Properties, docket 354.	.10	125.00	12.50
10/25/17	HDB	209	Review correspondence regarding meeting and confer requirements regarding 17-Ap-229.	.20	280.00	56.00



Bill #: 312052

November 3, 2017

10/25/17	HDB	209	Review Individual Defendants Pre-Motion Letter in 17-AP-229.	.20	280.00	56.00
10/25/17	HDB	209	Review revised draft of Motion to Dismiss 17-AP-299.	.60	280.00	168.00
10/25/17	HDB	210	Review issues and queries by J. L. Marrero and I. Perez regarding potential appointment of interim manager.	.20	280.00	56.00
10/25/17	HDB	210	Correspond with J. Richman regarding strategy issues in connection with response to 17-AP-229.	.20	280.00	56.00
10/25/17	HDB	206	Review and comment various drafts of Motion for the appointment of an emergency manager for PREPA.	2.30	280.00	644.00
10/25/17	HDB	209	Review news reports regarding appointment of emergency manager at PREPA.	.10	280.00	28.00
10/25/17	HDB	209	Participate in tel. conf to comply with meet and confer requirements regarding 17-AP-229.	.50	280.00	140.00
10/25/17	CEG	210	Revise Motion on appointment of Emergency Manager and consider labor implications.	1.50	245.00	367.50
10/25/17	CEG	206	Consider several issues on Motion to dismiss UTIER case.	.60	245.00	147.00
10/25/17	UMF	206	Review Motion for appointment of CTO Noel Zamot.(2.10) Analyze same with H. Bauer.(.80)	2.90	195.00	565.50
10/25/17	ETF	206	Reviewing Motion to appoint an emergency manager.	.40	180.00	72.00
10/26/17	JLM	210	Review revised draft of notices to be filed requesting confirmation of CTO and provide comments.	.70	300.00	210.00
10/26/17	JLM	204	Email exchange with FOMB legal and coordinate call.	.10	300.00	30.00
10/26/17	JLM	210	Conference regarding current PREPA governance and call on schedule.	.30	300.00	90.00
10/26/17	HDB	206	Revise various updated drafts of Motion to appoint chief transformation officer for PREPA.	1.60	280.00	448.00
10/26/17	HDB	209	Review PREPA's draft Motion to Dismiss 17-AP-229.	.60	280.00	168.00
10/26/17	HDB	210	Review query and response regarding applicability of Law 8 to PREPA.	.30	280.00	84.00
10/26/17	HDB	209	Review Proskauer comments to Individual Defendants draft Motion to Dismiss in 17-AP-229.	.10	280.00	28.00

Bill #: 312052

November 3, 2017

10/26/17	HDB	202	Review and edit draft memorandum regarding restrictions on pledging PREPA's real and personal property assets.	.80	280.00	224.00
10/26/17	HDB	210	Tel. conf. K. Ryfkind and J. El Koury regarding CTO Motion and issues of PREPA Governance and Energy Commission.	.50	280.00	140.00
10/26/17	HDB	206	Review press statements to be used in support of Motion for appointment of CTO.	.20	280.00	56.00
10/26/17	HDB	210	Tel. conf with J. El Koury regarding document request to PREPA.	.10	280.00	28.00
10/26/17	HDB	210	Review issues regarding form of document request to PREPA under Section 104(c).	.20	280.00	56.00
10/26/17	UMF	206	Continue review and edit of Motion for appointment of CTO Noel Zamot.	4.80	195.00	936.00
10/26/17	DJP	206	Obtain and review newspaper article containing Christian Sobrino's comments in connection with the appointment of PREPA Emergency Manager.	.30	165.00	49.50
10/26/17	DJP	206	Coordinate translation of the newspaper article containing Christian Sobrino's comments in connection with the appointment of PREPA Emergency Manager, and send a translation of such article to counsel at Proskauer Rose LLP.	.20	165.00	33.00
10/26/17	GOD	210	Assist in finalizing the preparation of the latest draft of the Urgent Motion of Financial Oversight and Management Board for Puerto Rico for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer for filing.	3.40	175.00	595.00
10/26/17	GOD	210	Analyze and edit the penultimate version of the Urgent Motion of Financial Oversight and Management Board for Puerto Rico for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer.	2.20	175.00	385.00
10/26/17	GOD	210	Analyze and edit the penultimate version of the Urgent Motion of Financial Oversight and Management Board for Puerto Rico for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer.	1.10	175.00	192.50

Bill #: 312052

November 3, 2017

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10/26/17	GOD	206	File the Urgent Motion of Financial Oversight and Management Board for Puerto Rico for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer.	.30	175.00	52.50
10/26/17	GOD	206	Notify all interested parties of the filing of Urgent Motion of Financial Oversight and Management Board for Puerto Rico for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer, as set forth in the case management order.	.20	175.00	35.00
10/26/17	OMA	220	As requested by attorneys H. D. Bauer, prepare certified translation of newspaper article from El Nuevo Dia (10/26/17) - Sobrino asks that orders of designated administrator of PREPA be disregarded.	.50	135.00	67.50
10/26/17	MMB	219	Docket court notice received by mail dated October 26, 2017, regarding order to extend date to file creditor lists - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50
10/27/17	JLM	210	Review final Motion filed in PREPA Title III case and order issued by Judge Swain.	.30	300.00	90.00
10/27/17	HDB	210	Additional edits to memorandum concerning restrictions on encumbering PREPA assets.	.20	280.00	56.00
10/27/17	HDB	210	Tel. conf. N. Zamot and issues regarding appointment of CTO.	1.00	280.00	280.00
10/27/17	HDB	212	Review resolution by Energy Commission relative to investigation of Energy Grid and post-Maria efforts.	.20	280.00	56.00
10/27/17	HDB	203	Receive and review Briefing Schedule regarding CTO Motion.	.10	280.00	28.00
10/27/17	HDB	210	Tel. conf E. Barak regarding case management order and issues regarding potential reply regarding CTO Motion.	.20	280.00	56.00
10/28/17	AHG	202	Research case law regarding Commonwealth's sovereignty under Federal Law, particularly in light of the so-called Insular Cases and after the United States Supreme Court's decision in Puerto Rico v. Sánchez Valle.	2.10	160.00	336.00
10/29/17	HDB	210	Review reports of cancellation of Whitefish contract in the context of the independence of the PREPA Board.	.20	280.00	56.00

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Bill #: 312052

November 3, 2017

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10/30/17	HDB	210	Review query by Martin Bienenstock concerning the appointment of a receiver over PREPA by the Governor, and respond thereto.	.40	280.00	112.00
10/30/17	HDB	207	Receive and review Examination Urgent Motion of Official Committee Of Unsecured Creditors for Order, Under 11 U.S.C. § 1103 and Bankruptcy Rule 2004, Authorizing Discovery With Respect to PREPA Engagement of Whitefish Energy Holdings, LLC and Urgent Request For Hearing.	.60	280.00	168.00
10/30/17	DJP	210	Review and discuss Official Committee of Unsecured Creditors for Order under 11 U.S.C. Sec. 1103 and Bankruptcy Rule 2004.	.60	165.00	99.00
10/30/17	AHG	202	Research case law regarding Commonwealth's sovereignty under Federal Law, particularly in light of the so-called Insular Cases and after the United States Supreme Court's decision in Puerto Rico v. Sánchez Valle.	5.20	160.00	832.00
10/30/17	MMB	219	Docket court notice received by mail dated October 27, 2017, regarding scheduling of briefing and hearing in connection with urgent Motion to appoint chief transformation officer, docket 362 - H. Bauer, U. Fernandez, D. Pérez	.20	125.00	25.00
10/31/17	HDB	209	Review and sign-off on final version of Motion to Dismiss 17-AP-229.	.80	280.00	224.00
10/31/17	HDB	202	Review issues regarding sovereignty research with A. Hernandez.	.30	280.00	84.00
10/31/17	HDB	209	Receive and review Motion to Dismiss 17-AP-229 filed by the Individual Defendants.	.40	280.00	112.00
10/31/17	CEG	210	Prepare for and participate in conference call with ten regarding Board Supervision call at PREPA and impact on UTIER's case.	.70	245.00	171.50
10/31/17	UMF	209	Review Motion to dismiss and notice as to Adv. Proc. 17-159.	1.40	195.00	273.00
10/31/17	DJP	206	Assist in the filing of the Motion to Dismiss Plaintiff's Complaint Pursuant to Fed.R.Civ.P. 12(b)(1) and (b)(6) in the UTIER Adv. Proc. No. 17-229-LTS by reviewing and analyzing the latest draft thereof.	2.10	165.00	346.50

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Bill #: 312052

November 3, 2017

10/31/17	AHG	202	Research case law regarding Commonwealth's sovereignty under Federal Law, particularly in light of the so-called Insular Cases and after the United States Supreme Court's decision in Puerto Rico v. Sánchez Valle. Draft memorandum summarizing findings.	3.40	160.00	544.00
10/31/17	GOD	209	Assist in the preparation of the Motion to Dismiss Plaintiff's Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (b)(6) for filing in the in adversary proceeding number 17-229.	.70	175.00	122.50
10/31/17	GOD	209	Analyze and edit the Motion to Dismiss Plaintiff's Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (b)(6) in adversary proceeding number 17-229.	1.80	175.00	315.00
10/31/17	GOD	209	File the Motion to Dismiss Plaintiff's Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (b)(6) in adversary proceeding number 17-229.	.20	175.00	35.00
10/31/17	GOD	209	Notify all interest parties of the filing of the Motion to Dismiss Plaintiff's Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (b)(6) in adversary proceeding number 17-229.	.20	175.00	35.00
10/31/17	GOD	209	Analyze and edit the Motion Submitting Certified Translations and all of its exhibits in adversary proceeding number 17-229.	.80	175.00	140.00
10/31/17	GOD	209	File the Motion Submitting Certified Translations and all of its exhibits in adversary proceeding number 17-229.	.20	175.00	35.00
10/31/17	GOD	209	Notify all interest parties of the filing of the Motion Submitting Certified Translations and all of its exhibits, and the Notice of Motion to Dismiss Plaintiff's Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (b)(6), in adversary proceeding number 17-229.	.40	175.00	70.00
10/31/17	GOD	209	Analyze and edit the Notice of Motion to Dismiss Plaintiff's Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (b)(6) in adversary proceeding number 17-229.	.50	175.00	87.50
10/31/17	GOD	209	Analyze and edit the Proposed Order for the Motion to Dismiss in adversary proceeding number 17-229.	.30	175.00	52.50

O'Neill & Borges LLC

Bill #: 312052

November 3, 2017

10/31/17	GOD	209	File the Notice of Motion to Dismiss Plaintiff's Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (b)(6), in adversary proceeding number 17-229.	.20	175.00	35.00
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TOTAL PROFESSIONAL SERVICES	\$ 27,666.00
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Less Discount	<u>\$ -2,766.60</u>
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NET PROFESSIONAL SERVICES:	\$ 24,899.40
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### SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
CARLA GARCIA BENITEZ	.10	325.00	32.50
JERRY LUCAS MARRERO	12.90	300.00	3,870.00
HERMANN BAUER	27.00	280.00	7,560.00
CARLOS E. GEORGE	5.70	245.00	1,396.50
ISIS L. PEREZ VELEZ	13.50	240.00	3,240.00
UBALDO M. FERNANDEZ BARRERA	11.60	195.00	2,262.00
DANIEL J. PEREZ REFOJOS	5.30	165.00	874.50
ARTURO HERNANDEZ	10.70	160.00	1,712.00
GABRIEL L. OLIVERA DUBON	16.60	175.00	2,905.00
ROSANGELA TORRES TORRES	3.00	155.00	465.00
JORGE A. CANDELARIA	13.40	155.00	2,077.00
EMILIANO TRIGO FRITZ	4.70	180.00	846.00
KARLA M. MORALES	1.10	155.00	170.50
OLGA M. ALICEA	.50	135.00	67.50
MILAGROS MARCANO BAEZ	1.50	125.00	187.50
<b>Total</b>	<b>127.60</b>		<b>\$ 27,666.00</b>

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Bill #: 312052

November 3, 2017

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10/31/17	WESTLAW -Legal Research as of 10-31-2017	121.29
10/31/17	WESTLAW -Legal Research as of 10-31-2017	28.23

TOTAL REIMBURSABLE EXPENSES

\$ 257.17

TOTAL THIS INVOICE

\$ 25,156.57

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO

-----X

In re: PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.<sup>1</sup>

-----X

In re: PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 4780-LTS

PUERTO RICO ELECTRIC POWER AUTHORITY,

Debtor.

-----X

**COVER SHEET TO FIFTH MONTHLY FEE APPLICATION OF O'NEILL &  
BORGES LLC FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE FINANCIAL  
OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS  
REPRESENTATIVE OF DEBTOR, PUERTO RICO ELECTRIC POWER  
AUTHORITY ("PREPA") FOR THE PERIOD OF  
NOVEMBER 1, 2017 THROUGH NOVEMBER 30, 2017**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).



Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	November 1, 2017 through November 30, 2017
Amount of compensation sought as actual, reasonable and necessary:	\$22,822.65
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$631.08
Total amount for this invoice:	\$23,453.73

This is a: X monthly \_\_\_ interim \_\_\_ final application

This is O&B's fifth monthly fee application in these cases.

On April 2, 2018 sent to:

**FOMB:**

Financial Oversight and Management Board  
40 Washington Square South  
Office 314A  
New York, NY 10012

Attn: Professor Arthur J. González  
FOMB Board Member

and

Proskauer Rose LLP,  
Eleven Times Square  
New York, NY 10036

Attn: Martin J. Bienenstock, Esq.  
Ehud Barak, Esq.,

and

Proskauer Rose LLP  
70 West Madison Street  
Chicago, IL 60602

Attn: Paul V. Possinger, Esq.

**Fee Examiner:**

Godfrey & Kahn, S.C.

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bwilliam@gklaw.com

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Unsecured Creditors:**

Paul Hastings LLP

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New York, NY 10166

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Andrew V. Tenzer, Esq.  
Michael E. Comerford, Esq.  
G. Alexander Bongartz, Esq.

and

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Attn: Juan J. Casillas Ayala, Esq.  
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Nathan A. Haynes, Esq.

**Office of United States Trustee:**

Office of the United States Trustee  
for the District of Puerto Rico  
Edificio Ochoa

500 Tanca Street, Suite 301  
San Juan, PR 00901

(In re: Commonwealth of Puerto Rico)

and

Office of the United States Trustee for Region 21  
75 Spring Street, SW, Room 362  
Atlanta, GA 30303

Attn: Guy G. Gebhart  
Acting United States Trustee (Region 21)  
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Retirees:**

Jenner & Block LLP

919 Third Avenue  
New York, NY 1022-3908

Attn: Robert Gordon, Esq.  
Richard Levin, Esq.

And

Bennazar, García & Millian, C.S.P.  
Edificio Union Plaza, PH-A Piso 18  
416 Ave. Ponce de León  
Hato Rey, PR 00918

Attn: A.J. Bennazar-Zequiera, Esq.

**Counsel for U.S. Bank National Association:**

Maslon LLP

90 South Seventh Street  
Suite 3300  
Minneapolis, MN 55402

Attn: Clark T. Whitmore, Esq.,  
William Z. Pentelovitch, Esq.,  
John T. Duffey, Esq.,  
Jason M. Reed, Esq.,

and

Rivera, Tulla and Ferrer, LLC  
50 Quisqueya Street  
San Juan, PR 00917

Attn: Eric A. Tulla, Esq.  
Iris J. Cabrera-Gómez, Esq.

**PREPA TITLE III**

**Summary of Legal Fees for the Period November 1, 2017 through November 30, 2017**

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 280.00	35.20	\$ 9,856.00
Carlos E. George	Member	Labor	\$ 245.00	0.70	\$ 171.50
Jerry Lucas Marrero	Member	Corporate	\$ 300.00	13.80	\$ 4,140.00
Ubaldo M. Fernandez Barrera	Jr. Member	Litigation	\$ 195.00	14.40	\$ 2,808.00
Isis L. Perez Velez	Jr. Member	Corporate	\$ 240.00	13.80	\$ 3,312.00
Gabriel L. Olivera Dubon	Associate	Litigation	\$ 175.00	8.40	\$ 1,470.00
Daniel J. Perez Refojos	Associate	Litigation	\$ 165.00	14.10	\$ 2,326.50
Emiliano Trigo Fritz	Associate	Corporate	\$ 180.00	3.30	\$ 594.00
Olga M. Alicea	Paralegal	Litigation	\$ 135.00	1.00	\$ 135.00
Laura Jimenez Davis	Paralegal	Litigation	\$ 130.00	1.60	\$ 208.00
Milagros Marciano Baez	Paralegal	Litigation	\$ 125.00	2.70	\$ 337.50

**Totals** **109.00** **\$ 25,358.50**

**Less: 10% Courtesy discount** **\$ (2,535.85)**

<b>SUMMARY OF LEGAL FEES</b>	<b>\$ 22,822.65</b>
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**Summary of Disbursements for the Period November 1, 2017 through November 30, 2017**

Description - Expenses	Amounts
Telephone-Long Distance	\$ 1.43
Southern District Reporter-Hearing Transcript Nov 13	\$ 87.60
Hotel Expenses Related to Court Hearing Nov 12 & 13-HDB	\$ 526.45
Duplicating-Color	\$ 15.60

**Totals** **\$ 631.08**

<b>SUMMARY OF DISBURSEMENTS</b>	<b>\$ 631.08</b>
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**PREPA TITLE III**

**Summary of Legal Fees for the Period November 1, 2017 through November 30, 2017**

<b>Task Code</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
201	Tasks relating to the Board, its Members, its Staff, its Advisors or its Consultants	0.40	\$ 96.00
202	Legal Research	1.10	\$ 308.00
203	Hearings and Other Non-filed Communications with the Court	7.70	\$ 1,809.50
204	Communications with Claim Holders	0.50	\$ 150.00
205	Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	0.20	\$ 56.00
206	Documents filed on behalf of the Board	18.90	\$ 3,799.00
207	Non-Board Court Filings	7.40	\$ 2,108.00
208	Stay Matters	3.30	\$ 856.00
209	Adversary Proceeding	21.30	\$ 4,813.00
210	Analysis and Strategy	29.60	\$ 7,314.50
212	General Administration	13.50	\$ 3,268.00
213	Labor, Pension Matters	0.70	\$ 171.50
218	Employment and Fee Applications	0.70	\$ 136.50
219	Docketing	2.70	\$ 337.50
220	Translations	1.00	\$ 135.00
			<b>\$ 25,358.50</b>
Less: 10% Courtesy Discount			\$ (2,535.85)
<b>TOTALS</b>		<b>109.00</b>	<b>\$ 22,822.65</b>

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$20,540.39, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$631.08) in the total amount of \$21,171.47.

**Exhibit A**

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

November 30, 2017

FOMB IN RE PREPA TITLE III

**RE: GENERAL-PREPA TITLE III 17-4780**

Enclosed please find our bill for professional services rendered and reimbursable expenses.  
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

HERMANN BAUER

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

FOMB IN RE PREPA TITLE III

November 30, 2017  
Bill #: 318783  
Billing Attorney: HDB

### BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending  
November 30, 2017:

Client.Matter: P1705 - 1

RE: GENERAL-PREPA TITLE III 17-4780

Total Professional Services	\$ 25,358.50
Less Discount	<u>\$ -2,535.85</u>
Net Professional Services	\$ 22,822.65
Total Reimbursable Expenses	<u>\$ 631.08</u>
<b>TOTAL THIS INVOICE</b>	<b>\$ 23,453.73</b>



IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813.  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1705 . 1

RE: GENERAL-PREPA TITLE III 17-4780

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
11/01/17	JLM	212	Conference with team regarding coordination of meeting being made with certain PREPA personnel regarding expected governance as result of nomination of Chief Transformation Officer.	.30	300.00	90.00
11/01/17	HDB	209	Receive and review the FOMB's meet and confer letter regarding 17-AP-228.	.40	280.00	112.00
11/01/17	HDB	202	Review report on sources concerning PREPA Board's lack of independence from political influence.	.30	280.00	84.00
11/01/17	HDB	209	Tel. conf Rolando Emmanuelli regarding meet and confer regarding 17-AP-228.	.10	280.00	28.00
11/01/17	HDB	212	Discussion with E. Agrait regarding ICSE position of N. Zamot as CTO.	.40	280.00	112.00
11/01/17	HDB	209	Review response to meet and confer letter by counsel for UTIER in 17-AP-228.	.30	280.00	84.00
11/01/17	MMB	219	Docket court notice received by mail dated November 1, 2017, regarding hearing on urgent motion of Official Committee of Unsecured Creditors for Order authorizing discovery with respect to PREPA engagement of Whitefish (Dkt. 364) - H. Bauer, U. Fernandez, D. Pérez.	.20	125.00	25.00
11/02/17	JLM	212	Review email and inquiry posed by Proskauer regarding PREPA's corporate structure and organization.	.10	300.00	30.00
11/02/17	JLM	212	Review inquiry posed by Proskauer regarding trust agreement and development of a entire grid including new plants and how this may impact revenues that may be received.	.20	300.00	60.00

O'Neill & Borges LLC

Bill #: 318783

November 30, 2017

11/02/17	HDB	212	Various tel. conferences with R. Emmanuelli regarding coordinating meeting.	.40	280.00	112.00
11/02/17	HDB	209	Prepare for meet and confer in 17-AP-228.	.20	280.00	56.00
11/02/17	HDB	209	Participate in meet and confer pre-motion to dismiss regarding 17-AP-228.	.70	280.00	196.00
11/02/17	HDB	202	Commence to review memorandum on sovereignty issues.	.40	280.00	112.00
11/02/17	HDB	210	Review response to queries regarding PREPA Governance structure.	.30	280.00	84.00
11/02/17	ILP	212	Review/draft emails to/from D. Desatnik regarding PREPA's Governing Board structure.	.50	240.00	120.00
11/03/17	JLM	212	Review and consider various motions filed in opposition to confirmation of CTO.	.90	300.00	270.00
11/03/17	JLM	212	Exchange emails with reaction to allegations being made.	.30	300.00	90.00
11/03/17	JLM	212	Review further documents received related to the foregoing.	.40	300.00	120.00
11/03/17	JLM	212	Consider prior communications with Proskauer regarding trust agreement and request confirmation of most recent version and in effort of transfer agreement.	.30	300.00	90.00
11/03/17	JLM	212	Review email for Proskauer with inquiries regarding trust agreement of PREPA.	.10	300.00	30.00
11/03/17	HDB	207	Review Motion to Strike (with supporting declaration) Committee's Motion for a Rule 2004 Examination of PREPA and other entities relative to Whitefish Contract, filed by Elias Sanchez Sifonte.	.30	280.00	84.00
11/03/17	HDB	207	Receive and review Energy Commission's Motion in Support of Appointment of CTO.	.60	280.00	168.00
11/03/17	HDB	209	Review legal and strategic analysis regarding proposed standing issues regarding UTIER as plaintiff in 17-AP-228.	.40	280.00	112.00
11/03/17	HDB	210	Review issues regarding queries concerning PREPA Trust Agreement.	.30	280.00	84.00
11/03/17	HDB	212	Draft e-mail regarding call with PREC's counsel.	.10	280.00	28.00
11/03/17	HDB	212	Review e-mail regarding PREC Protocol.	.10	280.00	28.00

CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE

O'Neill & Borges LLC

Bill #: 318783

November 30, 2017

11/03/17	HDB	207	Review ICSE's Joinder to CTO Motion.	.30	280.00	84.00
11/03/17	HDB	207	Receive and review Scotiabank's Response to the Urgent Motion of Financial Oversight and Management Board for Puerto Rico for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer.	.40	280.00	112.00
11/03/17	HDB	209	Review and sign-off on Motion to Dismiss 17-AP-228.	.40	280.00	112.00
11/03/17	HDB	212	Review proposed PREC-CTO Protocol.	.20	280.00	56.00
11/03/17	ILP	210	Analysis of Motion filed by the PR Energy Commission in response to the Urgent Motion filed by FOMB regarding the Chief Transformation Officer designation and seeking order to develop protocol.	1.30	240.00	312.00
11/03/17	ILP	210	Draft comments and observations to Motion filed by the PR Energy Commission in response to the Urgent Motion filed by FOMB regarding the Chief Transformation Officer designation and seeking order to develop protocol.	1.20	240.00	288.00
11/03/17	UMF	209	Review and analyze motion to dismiss UTIER adversary proceeding.	1.40	195.00	273.00
11/03/17	GOD	209	Analyze and edit Notice of Motion to Dismiss Plaintiff's Adversary Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (b)(6) in adversary proceeding no. 17-228.	.40	175.00	70.00
11/03/17	GOD	209	Analyze and edit Motion to Dismiss Plaintiff's Adversary Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (b)(6) in adversary proceeding no. 17-228.	1.20	175.00	210.00
11/03/17	GOD	209	Assist in the preparation of Motion to Dismiss Plaintiff's Adversary Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (b)(6) for filing in adversary proceeding no. 17-228.	2.60	175.00	455.00
11/03/17	GOD	209	File Notice of Motion to Dismiss Plaintiff's Adversary Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (b)(6) in adversary proceeding no. 17-228.	.20	175.00	35.00
11/03/17	GOD	209	File Motion to Dismiss Plaintiff's Adversary Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (b)(6) for filing in adversary proceeding no. 17-228.	.20	175.00	35.00

O'Neill & Borges LLC

Bill #: 318783

November 30, 2017

11/03/17	GOD	209	Pursuant to the case management order, notify all interested parties of the filing of the Notice of Motion to Dismiss Plaintiff's Adversary Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (b)(6) in adversary proceeding no. 17-228.	.20	175.00	35.00
11/03/17	GOD	209	Pursuant to the case management order, notify all interested parties of the filing of the Motion to Dismiss Plaintiff's Adversary Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (b)(6) for filing in adversary proceeding no. 17-228.	.10	175.00	17.50
11/03/17	ETF	212	Email correspondence with Proskauer regarding PREPA's 1947 and 1974 indentures.	.30	180.00	54.00
11/03/17	ETF	212	Review trust agreement provisions regarding bondholder's rights over PREPA's system.	1.10	180.00	198.00
11/04/17	HDB	208	Receive and review Order denying PV Properties Motion for relief from the automatic stay.	.30	280.00	84.00
11/04/17	HDB	212	Receive and review Puerto Rico Energy Commission resolution for investigative process concerning the state of the electric system after the passing of Hurricane María.	.20	280.00	56.00
11/04/17	HDB	207	Receive and review Assured Guaranty Corp., Assured Guaranty Municipal Corp. and Syncora Guarantee Inc.'s (i) Joinder to National Public Finance Guarantee Corporation's Limited Objection to Urgent Motion of Financial Oversight and Management Board for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer And (ii) Limited Objection to Urgent Motion of Financial Oversight and Management Board for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer.	.20	280.00	56.00
11/04/17	HDB	207	Review Objection of Ad Hoc Group of PREPA Bondholders to Urgent Motion to Appointment of CTO, with supporting declaration.	.60	280.00	168.00
11/04/17	HDB	209	Review Retiree Committee Motion to Intervene in 17-AP-228.	.20	280.00	56.00
11/04/17	HDB	209	Receive and review Joinder of Intervenor Official Committee of Unsecured Creditors in Relief Sought by Financial Oversight and Management Board in its Motion to Dismiss in 17-AP-228.	.10	280.00	28.00

CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE

O'Neill & Borges LLC

Bill #: 318783

November 30, 2017

11/06/17	JLM	212	Consider issue and materials of creating an entity which revenues will not be subject to trust agreement of PREPA.	.40	300.00	120.00
11/06/17	JLM	212	Discuss pending issue to address and memo to prepare for Proskauer related to the foregoing.	.30	300.00	90.00
11/06/17	HDB	207	Review National's Response to CTO Motion.	.60	280.00	168.00
11/06/17	HDB	207	Review and study AAFAF's Response to CTO Motion.	.80	280.00	224.00
11/06/17	HDB	209	Review Motion by AAFAF to Intervene in 17-AP-228.	.30	280.00	84.00
11/06/17	HDB	206	Edit draft Motion for Leave to file reply in excess of pages.	.30	280.00	84.00
11/06/17	HDB	212	Review e-mails regarding 1947 PREPA Bonds.	.20	280.00	56.00
11/06/17	HDB	212	Review issues regarding one day extension to file Reply Brief to CTO Motion.	.20	280.00	56.00
11/06/17	HDB	212	Draft e-mail regarding Kramer Levin Inquiry regarding testimony at the CTO Hearing in connection with request for discovery.	.10	280.00	28.00
11/06/17	HDB	202	Edit draft memorandum regarding Puerto Rico sovereignty.	.40	280.00	112.00
11/06/17	HDB	209	Consider issues regarding amendments to complaints in 17-AP-228 and 229.	.20	280.00	56.00
11/06/17	HDB	207	Receive and review Notice of Appearance by Whitefish.	.10	280.00	28.00
11/06/17	UMF	209	Review and analyze notice of removal and pleading filed in State Court in PREPA v. PREC, Adv. Proc. 17-256.(1.40) Draft emails to H. Bauer on allegations and counsel representing PREPA.(.50)	1.90	195.00	370.50
11/06/17	DJP	210	Review and analyze newspaper article wherein Resident Commissioner claims to favor the appointment of Noel Zamot as Chief Transformation Officer to be filed in support of omnibus reply to the responses to the motion seeking such appointment.	.30	165.00	49.50
11/06/17	DJP	210	Coordinate preparation of certified English translation of newspaper article wherein Resident Commissioner claims to favor the appointment of Noel Zamot as Chief Transformation Officer to be filed in support of omnibus reply to the responses to the motion seeking such appointment.	.20	165.00	33.00

O'Neill & Borges LLC

Bill #: 318783

November 30, 2017

11/06/17	DJP	210	Review and analyze First Amended Notice, Case Management and Administrative Procedures in preparation of Urgent Motion for Leave to Exceed Page Limit in its Omnibus Reply to Responses to Urgent Motion for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer.	.30	165.00	49.50
11/06/17	DJP	210	Review and analyze Order Scheduling Briefing and Hearing in Connection with the Urgent Motion to Appoint a Chief Transformation Officer in preparation of Urgent Motion for Leave to Exceed Page Limit in its Omnibus Reply to Responses to Urgent Motion for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer.	.20	165.00	33.00
11/06/17	DJP	210	Draft and revise Urgent Motion for Leave to Exceed Page Limit in its Omnibus Reply to Responses to Urgent Motion for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer.	1.50	165.00	247.50
11/06/17	DJP	206	Draft and revise proposed order to be filed together with Urgent Motion for Leave to Exceed Page Limit in its Omnibus Reply to Responses to Urgent Motion for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer.	.40	165.00	66.00
11/06/17	DJP	210	Discuss with counsel from Proskauer Rose LLP possibility of having to request an extension of time to file the Omnibus Reply in support of Motion to Appoint Chief Transformation Officer, and the proper procedural vehicle through which such a request need be made.	.20	165.00	33.00
11/06/17	DJP	210	Review and analyze Fed.R.Civ.P. 15 and Fed.Bank.R. 7015 as part of legal strategy to determine the timing to answer or otherwise plead to UTIER's amended complaint, which is due today.	.40	165.00	66.00
11/06/17	DJP	210	Draft and send email to Proskauer Rose LLP explaining contents of Fed.R.Civ.P. 15 and Fed.Bank.R. 7015 and the deadline upon which to answer or otherwise plead to UTIER's amended complaint, assuming it is filed today.	.30	165.00	49.50



O'Neill & Borges LLC

Bill #: 318783

November 30, 2017

11/06/17	OMA	220	As requested by attorneys H. D. Bauer, E. Trigo, and D. J. Perez Refojos, prepare certified translation of El Vocero news article of 11/6/17 - Important Allocation for Medicaid.	1.00	135.00	135.00
11/06/17	MMB	219	Docket court notice received by Mail dated November 3, 2017, regarding order on motion to strike document filed by Elías Sánchez - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50
11/07/17	HDB	206	Revise edits and sign-off on Motion for Leave to File Reply to CTO Motion with Excess Pages.	.20	280.00	56.00
11/07/17	HDB	207	Receive and review Limited Objection By Whitefish Energy Holdings, LLC To Motion By Official Committee Of Unsecured Creditors For Order, Under 11 U.S.C. § 1103 And Bankruptcy Rule 2004, Authorizing Discovery With Respect To PREPA Engagement Of Whitefish Energy Holdings, LLC And Urgent Request For Hearing.	.30	280.00	84.00
11/07/17	HDB	206	Receive and review draft CTO Motion Reply Brief.	.60	280.00	168.00
11/07/17	HDB	209	Review report by C. Febus regarding amendments to UTIER Complaints.	.10	280.00	28.00
11/07/17	HDB	207	Receive and review Informative Motion of the United States of America Pursuant to Order Scheduling Briefing and Hearing in Connection with the Urgent Motion to Appoint a Chief Transformation Officer.	.20	280.00	56.00
11/07/17	UMF	209	Draft email to C. Theodoridis regarding Adv. Proc. 17-256 and counsel for PREPA and status of State Court proceedings.	.50	195.00	97.50
11/07/17	UMF	209	Draft email to R. Corretjer and E. Corretjer regarding Vitol matter and tel. conf. on status of State Court and appeals proceedings.(.40) Review response thereto.(.10)	.50	195.00	97.50
11/07/17	DJP	206	Review and finalize Urgent Motion for Leave to Exceed Page Limit in its Omnibus Reply to Objections and Responses to Urgent Motion for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer.	.30	165.00	49.50



O'Neill & Borges LLC

Bill #: 318783

November 30, 2017

11/07/17	DJP	206	File Urgent Motion for Leave to Exceed Page Limit in its Omnibus Reply to Objections and Responses to Urgent Motion for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer through the court's electronic filing system.	.30	165.00	49.50
11/07/17	DJP	206	Draft and send email to Prime Clerk LLC notifying of filing of Urgent Motion for Leave to Exceed Page Limit in its Omnibus Reply to Objections and Responses to Urgent Motion for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer and requesting service.	.10	165.00	16.50
11/07/17	DJP	206	Draft and send email to presiding judge attaching stamped-copy of the Urgent Motion for Leave to Exceed Page Limit in its Omnibus Reply to Objections and Responses to Urgent Motion for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer.	.20	165.00	33.00
11/07/17	DJP	206	Download, review and analyze Court order granting Urgent Motion for Leave to Exceed Page Limit in its Omnibus Reply to Objections and Responses to Urgent Motion for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer.	.20	165.00	33.00
11/07/17	DJP	210	Draft and send email to counsel at Proskauer Rose LLP attaching copy of order granting Urgent Motion for Leave to Exceed Page Limit in its Omnibus Reply to Objections and Responses to Urgent Motion for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer.	.10	165.00	16.50
11/08/17	HDB	207	Receive and review Objection of Official Creditors' Committee to Motion to Strike Urgent Motion of Official Committee of Unsecured Creditors for Order, Under 11 U.S.C. § 1103 and Bankruptcy Rule 2004, Authorizing Discovery With Respect to PREPA Engagement of Whitefish Energy Holdings, LLC and Urgent Request For Hearing.	.20	280.00	56.00
11/08/17	HDB	207	Receive and review Amended Urgent Motion of Official Committee of Unsecured Creditors for Order, Under 11 U.S.C. § 1103 and Bankruptcy Rule 2004, Authorizing Discovery With Respect to PREPA Engagement of Whitefish Energy Holdings, LLC and Urgent Request for Hearing.	.20	280.00	56.00

O'Neill & Borges LLC

Bill #: 318783

November 30, 2017

11/08/17	HDB	209	Review and sign off on CTO Reply Brief.	1.10	280.00	308.00
11/08/17	HDB	212	Coordinate filing of CTO Reply Brief.	.30	280.00	84.00
11/08/17	HDB	206	Tel. conf. with E. Barak regarding consultation on CTO Motion authority.	.20	280.00	56.00
11/08/17	HDB	206	Review draft agenda for Nov. 13, 2017 Hearing.	.20	280.00	56.00
11/08/17	HDB	212	Tel. conf with F. Agrait regarding appointment of CTO and other issues.	.30	280.00	84.00
11/08/17	UMF	206	Review reply as to motion for confirmation of CTO appointment and supporting exhibits and documents.	2.30	195.00	448.50
11/08/17	DJP	206	Review, organize and finalize all exhibits to be filed in support of Omnibus Reply of Financial Oversight and Management Board to Responses to Urgent Motion of Financial Oversight and Management Board for Puerto Rico for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer.	.40	165.00	66.00
11/08/17	DJP	206	Review and finalize Omnibus Reply of Financial Oversight and Management Board to Responses to Urgent Motion of Financial Oversight and Management Board for Puerto Rico for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer.	1.20	165.00	198.00
11/08/17	DJP	206	File Omnibus Reply of Financial Oversight and Management Board to Responses to Urgent Motion of Financial Oversight and Management Board for Puerto Rico for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer, and 5 separate supporting exhibits, through the court's electronic filing system.	.30	165.00	49.50
11/08/17	DJP	206	Draft and send email to Prime Clerk LLC notifying of filing of Omnibus Reply of Financial Oversight and Management Board to Responses to Urgent Motion of Financial Oversight and Management Board for Puerto Rico for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer and requesting service accordingly.	.10	165.00	16.50

O'Neill & Borges LLC

Bill #: 318783

November 30, 2017

11/08/17	DJP	206	Draft and send email to presiding judge attaching stamped versions of the Omnibus Reply of Financial Oversight and Management Board to Responses to Urgent Motion of Financial Oversight and Management Board for Puerto Rico for Entry of Order Confirming Appointment and Authority of Chief Transformation Officer and supporting exhibits.	.20	165.00	33.00
11/08/17	DJP	206	Review and finalize Informative Motion of the Financial Oversight and Management Board Regarding November 13, 2017 Hearing at 1:30 P.M. (AST) stating that no counsel will present arguments in connection with the Whitefish engagement.	.30	165.00	49.50
11/08/17	DJP	206	Review and finalize Informative Motion of the Financial Oversight and Management Board Regarding November 13, 2017 Hearing at 11:00 A.M. (AST) stating attorneys that will present arguments in connection with the appointment of a Chief Transformation Officer.	.20	165.00	33.00
11/08/17	DJP	206	File Informative Motion of the Financial Oversight and Management Board Regarding November 13, 2017 Hearing at 11:00 A.M. (AST) through the court's electronic filing system.	.20	165.00	33.00
11/08/17	DJP	206	File Informative Motion of the Financial Oversight and Management Board Regarding November 13, 2017 Hearing at 1:30 P.M. (AST) through the court's electronic filing system.	.10	165.00	16.50
11/08/17	DJP	206	Draft and send single email to Prime Clerk LLC informing of filing of (A) Informative Motion of the Financial Oversight and Management Board Regarding November 13, 2017 Hearing at 11:00 A.M. (AST) and (B) Informative Motion of the Financial Oversight and Management Board Regarding November 13, 2017 Hearing at 1:30 P.M. (AST), and requesting service thereof.	.10	165.00	16.50
11/08/17	DJP	206	Draft and send email to presiding judge attaching filed versions of (A) Informative Motion of the Financial Oversight and Management Board Regarding November 13, 2017 Hearing at 11:00 A.M. (AST) and (B) Informative Motion of the Financial Oversight and Management Board Regarding November 13, 2017 Hearing at 1:30 P.M. (AST).	.20	165.00	33.00

O'Neill & Borges LLC

Bill #: 318783

November 30, 2017

11/09/17	HDB	209	Respond to e-mail by K. Bolaños regarding Vitol.	.10	280.00	28.00
11/09/17	HDB	206	Review and sign-off on draft Agenda for 11/13 Hearing.	.20	280.00	56.00
11/09/17	UMF	209	Receive email from E. Corretjer and draft response thereto in preparation for tel. conf.	.40	195.00	78.00
11/09/17	UMF	206	Review agendas for hearing on 2004 motions and the FOMB's motion to confirm appointment of CTO.	.70	195.00	136.50
11/09/17	DJP	206	Assist in the preparation of Notice of Agenda of Matter Scheduled for the Hearing on November 13, 2017 at 1:30 P.M. (AST), 12:30 P.M. (EST) by proofreading final version thereof.	.30	165.00	49.50
11/09/17	DJP	206	Assist in the preparation of Notice of Agenda of Matter Scheduled for the Hearing on November 13, 2017 at 11:00 A.M. (AST), 10:00 P.M. (EST) by proofreading final version thereof.	.30	165.00	49.50
11/09/17	GOD	206	Assist in the preparation of the Defendants' Opposition to Plaintiffs' Urgent Cross-Motion for Leave to File a Surreply to Respond to the Supplemental Reply Brief of the Official Committee of Unsecured Creditors and for a Corresponding Adjournment of the November 21, 2017 Hearing.	1.70	175.00	297.50
11/09/17	GOD	206	Review and edit the Notice of Agenda of Matter Scheduled for the Hearing on November 13, 2017 at 11:00 A.M. (AST), 10:00 A.M. (EST).	.30	175.00	52.50
11/09/17	GOD	206	Review and edit the Notice of Agenda of Matter Scheduled for the Hearing on November 13, 2017 at 1:30 P.M. (AST), 12:30 P.M. (EST).	.40	175.00	70.00
11/09/17	GOD	206	File the Notice of Agenda of Matter Scheduled for the Hearing on November 13, 2017 at 11:00 A.M. (AST), 10:00 A.M. (EST).	.20	175.00	35.00
11/09/17	GOD	206	File the Notice of Agenda of Matter Scheduled for the Hearing on November 13, 2017 at 1:30 P.M. (AST), 12:30 P.M. (EST).	.10	175.00	17.50
11/09/17	MMB	219	Docket court notice received by mail dated November 8, 2017, regarding order setting briefing schedule (dkt. 70 in case 17-00228) - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50

O'Neill & Borges LLC

Bill #: 318783

November 30, 2017

11/09/17	MMB	219	Docket court notice received by mail dated November 9, 2017, regarding order 427 in case 17-04780 allowing sur-reply - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50
11/10/17	JLM	207	Review and consider motion seeking remand of case and relief from stay filed by ICSE.	.40	300.00	120.00
11/10/17	JLM	207	Review and consider prior motion filed including removal request filed by AAFAF and PREPA to PREC Rate case at the PR Appellate Court and other requesting order to reject PPOAs and fuel supply contract.	1.30	300.00	390.00
11/10/17	JLM	210	Consider issues being raised by ICSE motion and response that may be structure somehow parallel to that filed by PVC Properties motion and other arguments opposing power of PREC in conflict with PROMESA.	1.10	300.00	330.00
11/10/17	JLM	210	Review Act 57 and preliminary compare PREC power that may conflict with PROMESA provisions.	.90	300.00	270.00
11/10/17	HDB	208	Receive and review Motion to Remand and to Lift Stay filed by ICSE.	.40	280.00	112.00
11/10/17	HDB	205	Review draft informative motion regarding amended complaint.	.20	280.00	56.00
11/10/17	HDB	209	Receive and review Memorandum of Law in Support of Motion of American Federation of State, County and Municipal Employees for Leave to Intervene in 17-AP-228.	.30	280.00	84.00
11/10/17	HDB	209	Receive and review UTIER's Motion to Limit AAFAF's Participation in 17-AP-228.	.20	280.00	56.00
11/10/17	HDB	209	Participate in call regarding status of VITOL litigation.	.30	280.00	84.00
11/10/17	HDB	209	Receive and review Amended Complaint in 17-AP-228.	.60	280.00	168.00
11/10/17	HDB	209	Review and sign-off on the FOMB's Limited Opposition to AAFAF's Request for Intervention in 17-AP-228.	.30	280.00	84.00
11/10/17	CEG	213	Revise stipulation related to pending grievances.	.50	245.00	122.50
11/10/17	UMF	209	Tel. conf. call on Vitol adversary proceedings with E. Corretjer.	.50	195.00	97.50

O'Neill & Borges LLC

Bill #: 318783

November 30, 2017

11/10/17	UMF	209	Review complaints and dockets in adversary proceedings related to Vitol in preparation for conf. call with E. Corretjer.	1.30	195.00	253.50
11/10/17	DJP	206	Draft and send single email to presiding judge attaching stamped copies of (A) Notice of Agenda of Matters Scheduled for Hearing on November 13, 2017 at 11:00 A.M. (AST), 10:00 A.M. (EST), and (B) Notice of Agenda of Matters Scheduled for Hearing on November 13, 2017 at 1:30 P.M. (AST), 12:30 (EST), both of which were filed in 17-4780.	.20	165.00	33.00
11/10/17	DJP	206	Review and analyze initial draft of Response and Limited Opposition of Defendants to AAFAF's Motion to Intervene under Federal Bankruptcy Procedure 7024 in anticipation of filing in the UTIER Adv. Proc. No. 17-228-LTS.	.40	165.00	66.00
11/10/17	DJP	206	Review and finalize Response and Limited Opposition of Defendants to AAFAF's Motion to Intervene under Federal Bankruptcy Procedure 7024 in preparation for filing in the UTIER Adv. Proc. No. 17-228-LTS.	.20	165.00	33.00
11/10/17	DJP	206	File Response and Limited Opposition of Defendants to AAFAF's Motion to Intervene under Federal Bankruptcy Procedure 7024 through the court's electronic filing system.	.20	165.00	33.00
11/10/17	DJP	206	Draft and send email to Prime Clerk LLC notifying of the filing of Response and Limited Opposition of Defendants to AAFAF's Motion to Intervene under Federal Bankruptcy Procedure 7024 and requesting service thereof.	.10	165.00	16.50
11/10/17	DJP	206	Draft and send email to presiding judge attaching stamped version of Response and Limited Opposition of Defendants to AAFAF's Motion to Intervene under Federal Bankruptcy Procedure 7024, as recently filed in the UTIER Adv. Proc. No. 17-228-LTS.	.20	165.00	33.00
11/10/17	MMB	219	Review email from H. Bauer regarding instructions to prepare compilation of documents for November 13, 2017 hearing.	.10	125.00	12.50
11/10/17	MMB	219	Prepared compilation of documents for November 13, 2017 hearing, as requested by H. Bauer.	1.60	125.00	200.00
11/11/17	HDB	209	Review and respond to request by Plaintiffs in 17-AP-228 to exceed page limit in reply brief.	.20	280.00	56.00

CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE



O'Neill & Borges LLC

Bill #: 318783

November 30, 2017

11/11/17	HDB	209	Receive and review Order adjourning hearing on PREPA/ Whitefish Rule 2004 Motion.	.10	280.00	28.00
11/11/17	HDB	209	Receive and review Stipulation and Consent Order Between Whitefish Energy Holdings, LLC and Official Committee of Unsecured Creditors Regarding Amended Urgent Motion of Official Committee of Unsecured Creditors for Order, Under 11 U.S.C. § 1103 and Bankruptcy Rule 2004, Authorizing Discovery With Respect to PREPA Engagement of Whitefish Energy Holdings, LLC Dated November 7, 2017.	.10	280.00	28.00
11/12/17	HDB	210	Review queries regarding legislative history of PROMESA in connection with issues to be argued at CTO hearing.	.20	280.00	56.00
11/12/17	HDB	207	Review AAFAF's Sur-Reply to CTO Motion.	.60	280.00	168.00
11/13/17	JLM	207	Review email and information regarding Judge Swain ruling on CTO.	.10	300.00	30.00
11/13/17	JLM	210	Continue consideration of issue and review of applicable Puerto Rico law regarding power of PREC and how they may conflict with PROMESA provisions.	.60	300.00	180.00
11/13/17	HDB	203	Attend hearing to argue Motions on the Designation of Noel Zamot as CTO.	3.30	280.00	924.00
11/13/17	HDB	208	Draft e-mail regarding suggestions to designation of appellant's brief in PREPA Receiver Stay Relief appeal.	.20	280.00	56.00
11/13/17	ILP	210	Analysis of Motion to Remand and to Lift Stay filed by the Instituto de Competitividad y Sostenibilidad Economica de Puerto Rico (ICSE).	1.00	240.00	240.00
11/13/17	UMF	203	Attend hearing in San Juan regarding 2004 motions and CTO motions filed by the FOMB.	3.40	195.00	663.00
11/13/17	ETF	212	Post CTO ruling call to assess next steps.	1.20	180.00	216.00
11/14/17	HDB	209	Receive and review meet and confer letter from Plaintiffs in 17-AP-229.	.20	280.00	56.00
11/14/17	HDB	203	Receive and review Order denying Motion to Strike.	.10	280.00	28.00



O'Neill & Borges LLC

Bill #: 318783

November 30, 2017

11/14/17	HDB	209	Review e-mail exchange regarding extension of briefing schedule for Amended Complaint in 17-AP-229.	.20	280.00	56.00
11/14/17	HDB	209	Receive and review American Federation of State, County & Municipal Employees' Reply to UTIER's Opposition to Motion for Leave to Intervene in 17-AP-228.	.20	280.00	56.00
11/14/17	HDB	208	Review edits to unopposed Motion to Amend Briefing Schedule in 17-AP-229.	.20	280.00	56.00
11/14/17	HDB	207	Review Stipulation and Consent Order to Resolve Whitefish Rule 2004 Motion.	.20	280.00	56.00
11/14/17	CEG	213	Revise edited version of grievance stipulation.	.20	245.00	49.00
11/14/17	DJP	203	Draft and revise transcript request form to be filed in connection with the hearing held on 11/13 in the PREPA case.	.30	165.00	49.50
11/14/17	DJP	203	File transcript request form in connection with the hearing held on 11/13 in the PREPA case through the court's electronic filing system.	.20	165.00	33.00
11/14/17	MMB	219	Docket court notice received by mail dated November 13, 2017, regarding deadline to file status report on consensual global stipulation (related document 409) - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50
11/15/17	HDB	209	Receive and review AAFAF's Reply and Limited Withdrawal of Its Motion to Intervene Under Federal Rule of Bankruptcy Procedure 7024 in 17-AP-228.	.20	280.00	56.00
11/15/17	DJP	206	Review, analyze and discuss possible changes to be made to Unopposed Motion to Amend Briefing Scheduled in connection with the filing of a first amended complaint in the UTIER Adversary Proceeding Adv. Proc. No. 17-229.	.40	165.00	66.00
11/16/17	HDB	209	Review and sign-off on Notice of Withdrawal of Board's Limited Objection to AAFAF Intervention in 17-AP-228.	.10	280.00	28.00
11/16/17	HDB	209	Receive and review Scheduling Order in 17-AP-229.	.10	280.00	28.00
11/16/17	HDB	203	Receive and review Opinion and Order denying appointment of CTO.	.40	280.00	112.00

O'Neill & Borges LLC

Bill #: 318783

November 30, 2017

11/16/17	UMF	218	Draft fourth monthly fee application and letter on payment of fee application as per the Order on Interim Compensation.	.70	195.00	136.50
11/16/17	DJP	206	Assist in the preparation of filing and Motion to Withdraw Defendants' Response and Limited Opposition to AAFAF's Motion to Intervene Under Federal Rule of Bankruptcy Procedure 7024 to be filed in the UTIER Adversary Proceeding 17-228, by reviewing final draft of said document.	.30	165.00	49.50
11/16/17	GOD	209	Review and analyze the Notice of Withdrawal of Defendants' Response and Limited Opposition to AAFAF's Motion to Intervene under Federal Rule of Bankruptcy Procedure 7024 in adversary proceeding 17-228.	.40	175.00	70.00
11/16/17	GOD	209	File the Notice of Withdrawal of Defendants' Response and Limited Opposition to AAFAF's Motion to Intervene under Federal Rule of Bankruptcy Procedure 7024 in adversary proceeding 17-228.	.20	175.00	35.00
11/16/17	GOD	209	Follow the case management order' protocol for notifying all interested parties of the filing of the Notice of Withdrawal of Defendants' Response and Limited Opposition to AAFAF's Motion to Intervene under Federal Rule of Bankruptcy Procedure 7024 in adversary proceeding 17-228.	.20	175.00	35.00
11/17/17	JLM	212	Review of ruling on CTO and potential impact upon further strategy.	.50	300.00	150.00
11/17/17	HDB	210	Review analysis of issues regarding potential appeal of Order denying appointment of CTO.	.30	280.00	84.00
11/17/17	ILP	210	Analysis of Opinion and Order Denying Urgent Motion of FOMB to confirm appointment of a chief transformation officer.	.60	240.00	144.00
11/17/17	DJP	210	Review, analyze, and discuss relevant statutes governing possible appeal of orders, as part of legal strategy with respect to a denial of an order in this action.	1.80	165.00	297.00
11/17/17	ETF	212	Studying possible impact of Swain's written opinion regarding CTO on future fiscal plans and budget.	.70	180.00	126.00
11/20/17	JLM	212	Email exchange regarding motion to be reviewed to oppose remand and lifting of stay filed by ICSE.	.10	300.00	30.00

O'Neill & Borges LLC

Bill #: 318783

November 30, 2017

11/20/17	JLM	210	Review and consider motion filed by ISCE and issues that should be addressed from a PR law standpoint.	.60	300.00	180.00
11/20/17	JLM	210	Consider issue and impacts of remanding case to PR Appellate Court and those to PREC to address matters imposed in PREC resolution at issue in Appellate Court proceeding.	.50	300.00	150.00
11/20/17	JLM	204	Email exchange with Proskauer related to Motion to Dismiss 17-00228-LTS and steps forward.	.20	300.00	60.00
11/20/17	HDB	210	Review memorandum regarding possible appeal of order denying CTO appointment and share views regarding same.	.70	280.00	196.00
11/20/17	HDB	208	Receive and review Motion to Lift Stay by La Quinta Shopping center.	.30	280.00	84.00
11/20/17	HDB	210	Review pleadings in preparation for call concerning reply to remand Notice of Removal of PREC related appeals.	.60	280.00	168.00
11/20/17	HDB	209	Tel. conf with Greenberg and Proskauer regarding Objection to Motion to Remand PREC Rate Removal.	.30	280.00	84.00
11/20/17	HDB	209	Revise and sign-off on Motion to Dismiss Amended Complaint in 17-AP-228.	.60	280.00	168.00
11/20/17	ILP	201	Participate in telephone conference with Proskauer and Greenberg to discuss matters related to PREPA's response to ICSE's Motion to Remand the PREC Actions.	.40	240.00	96.00
11/20/17	DJP	206	Review and finalize Motion to Dismiss Plaintiff's Amended Adversary Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (b)(6) to be filed in 17-00228-LTS.	.40	165.00	66.00
11/20/17	DJP	206	File Motion to Dismiss Plaintiff's Amended Adversary Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (b)(6) through the court's filing system in 17-00228-LTS.	.20	165.00	33.00
11/20/17	DJP	206	Draft and send email to Prime Clerk LLC informing of filing of Motion to Dismiss Plaintiff's Amended Adversary Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (b)(6) and requesting service thereof.	.10	165.00	16.50

O'Neill & Borges LLC

Bill #: 318783

November 30, 2017

11/20/17	DJP	206	Draft and send email to presiding judge attaching filed version of the Motion to Dismiss Plaintiff's Amended Adversary Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (b)(6), as filed in 17-00228-LTS.	.20	165.00	33.00
11/20/17	MMB	219	Docket court notice received by mail dated November 16, 2017, regarding deadline to file amended complaint, answer thereto, plaintiffs response to motions to dismiss, defendants replies, in case 17-00229 - H. Bauer, U. Fernández, D. Pérez.	.20	125.00	25.00
11/21/17	JLM	210	Consider issue of having PREC take on resolution to establish matter under Act 57 and impact upon Title III process.	.60	300.00	180.00
11/21/17	JLM	210	Develop preliminary assessment of issues to address motion filed by ISCE and arguments to use.	.40	300.00	120.00
11/21/17	JLM	204	Review email to Proskauer related to motion being prepared and documents delivered.	.30	300.00	90.00
11/21/17	JLM	210	Email to team providing comments regarding arguments to consider in opposition of ICSE motion under Act 57.	.30	300.00	90.00
11/21/17	HDB	209	Receive and review Joinder of Intervenor Official Committee of Unsecured Creditors in Relief Sought by Financial Oversight and Management Board in its Motion to Dismiss Amended Complaint in Adv. Pro. No. 17-228.	.10	280.00	28.00
11/21/17	HDB	209	Receive and review American Federation of State, County & Municipal Employees' Reservation of Rights and Urgent Motion of the American Federation of State, County and Municipal Employees to Expedite Consideration of its Motion to Intervene in 17-AP-228.	.10	280.00	28.00
11/21/17	HDB	208	Draft e-mail on follow-up to Lift Stay Notice relative to Mirna Iris López García and others v. PREPA and others, civil no. HSCI201300593, and of Daisy Aguayo Cuevas and others v. PREPA and others, civil no. HSCI201300888.	.10	280.00	28.00
11/21/17	HDB	208	Draft e-mail in connection with follow-up on lift stay request relative to Emmanuel A. Estrada López and others v. PREPA and other, civil no. ADP2015-0108.	.10	280.00	28.00
11/21/17	HDB	210	Outline legal arguments to oppose remand of PREC/ICSE removed proceeding.	1.10	280.00	308.00

O'Neill & Borges LLC

Bill #: 318783

November 30, 2017

11/21/17	HDB	209	Receive and review Order granting AAFAF limited intervention in 17-AP-228.	.10	280.00	28.00
11/21/17	HDB	212	Review materials in preparation of Board Call regarding potential appeal of CTO Order.	.30	280.00	84.00
11/21/17	HDB	212	Participate in Board Call regarding appeal of CTO Order.	1.00	280.00	280.00
11/21/17	ILP	210	Analysis of strategy in preparation of PREPA's response to ICSE's Motion to Remand the PREC Actions.	2.50	240.00	600.00
11/21/17	MMB	219	Docket court notice received by mail dated November 17, 2017, regarding transcript of 11/15/17 motion hearing - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50
11/21/17	LJD	212	As requested by attorney Isis Perez Velez, visit the PR Court of Appeal and review judicial file of case: KLRA 2017-00444.	1.60	130.00	208.00
11/22/17	JLM	210	Review and consider draft motion to be filed in opposition of ICSE request to removal case to PR Courts and lifting to stay.	.60	300.00	180.00
11/22/17	JLM	210	Draft language to include in draft motion regarding PREC authority over rates and how this conflict with Title III proceedings and FOMB powers.	.80	300.00	240.00
11/22/17	JLM	210	Review revised motion and comments provided.	.50	300.00	150.00
11/22/17	JLM	210	Review email exchange regarding agreement based on PROMESA to use in motion.	.20	300.00	60.00
11/22/17	HDB	210	Draft e-mail analysis of Section 314(5).	.30	280.00	84.00
11/22/17	HDB	212	Review Creditor letters supporting the appointment of a receiver for PREPA.	.20	280.00	56.00
11/22/17	HDB	206	Review and edit draft opposition to Motion to Remand removed ICSE/PREC actions.	2.00	280.00	560.00
11/22/17	HDB	209	Receive and review AAFAF's Brief in Support of Defendants' Motion to Dismiss Plaintiffs' First Amended Adversary Complaint Under Fed. R. Civ. P. 12(b)(1) and (b)(6).	.20	280.00	56.00
11/22/17	ILP	210	Work on comments and observations to PREPA's response to ICSE's Motion to Remand the Puerto Rico Energy Commission actions.	4.60	240.00	1,104.00

O'Neill & Borges LLC

Bill #: 318783

November 30, 2017

11/23/17	HDB	206	Edit draft response to motion to remand PREC Proceedings removal of actions.	.60	280.00	168.00
11/24/17	HDB	206	Review final draft of Response to Motion to Remand Judicial Review Proceedings related to PREPA and PREC.	.60	280.00	168.00
11/27/17	HDB	208	Review letter from counsel for Movant La Quinta, regarding relief from stay.	.10	280.00	28.00
11/27/17	HDB	208	Receive and review Motion for Relief from Automatic Stay fled on behalf of PBJL Energy Corporation.	.40	280.00	112.00
11/27/17	UMF	208	Review lift Stay Notice - La Quinta Shopping Center, Corp. v PREPA.	.40	195.00	78.00
11/28/17	JLM	210	Follow up status of motion filed opposing request for revised and lifting of stay filed by ICSE.	.10	300.00	30.00
11/28/17	JLM	210	Review and consider final draft motion filed and issues raised and pending that can be used to address PREC power issues regarding rate and IRP.	.40	300.00	120.00
11/28/17	HDB	208	Receive and review Scheduling Order for Motion for Relief From Stay by PBJL Energy Corporation.	.10	280.00	28.00
11/28/17	HDB	212	Receive and review Board's letter to Ad Hoc PREPA Bondholders regarding meeting to discuss request.	.20	280.00	56.00
11/28/17	HDB	208	Receive and review lift stay notice regarding Abengoa Puerto Rico, S.E.	.30	280.00	84.00
11/28/17	UMF	208	Review notice of lift from stay from Abengoa Puerto Rico, S.E. v. Autoridad de Energía Eléctrica de Puerto Rico Case No. K AC 2000-2759 (803).	.40	195.00	78.00
11/28/17	MMB	219	Docket court notice received by mail dated November 28, 2017, regarding order 483 scheduling briefing of PBJL motion for lift of stay - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50
11/30/17	ILP	210	Analyze matters related to interaction and potential conflicts between the process for approval and modification of the Integrated Resources Plan by the Puerto Rico Electric Authority and the Title III proceeding.	1.70	240.00	408.00

TOTAL PROFESSIONAL SERVICES

\$ 25,358.50

Less Discount

\$ -2,535.85

CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE



O'Neill & Borges LLC

Bill #: 318783

November 30, 2017

NET PROFESSIONAL SERVICES:

\$ 22,822.65

**SUMMARY OF PROFESSIONAL SERVICES**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>
JERRY LUCAS MARRERO	13.80	300.00	4,140.00
HERMANN BAUER	35.20	280.00	9,856.00
CARLOS E. GEORGE	.70	245.00	171.50
ISIS L. PEREZ VELEZ	13.80	240.00	3,312.00
UBALDO M. FERNANDEZ BARRERA	14.40	195.00	2,808.00
DANIEL J. PEREZ REFOJOS	14.10	165.00	2,326.50
GABRIEL L. OLIVERA DUBON	8.40	175.00	1,470.00
EMILIANO TRIGO FRITZ	3.30	180.00	594.00
OLGA M. ALICEA	1.00	135.00	135.00
MILAGROS MARCANO BAEZ	2.70	125.00	337.50
LAURA JIMENEZ DAVIS	1.60	130.00	208.00
<b>Total</b>	<b>109.00</b>		<b>\$ 25,358.50</b>

**EXPENSES**

<b>Date</b>	<b>Description</b>	<b>Amount</b>
11/02/17	TELEPHONE CHARGES - AS OF 11/02/17	1.43
11/20/17	SOUTHERN DISTRICT REPORTERS, PC, INV. 0490831-IN RE: HEARING TRANSCRIPT ON NOV. 13,2017-HDB	87.60
11/22/17	HOTEL EXPENSES RELATED TO COURT HEARING FROM NOV. 12 TO NOV. 13,2017-HDB	526.45
11/29/17	DUPLICATING-COLOR- AS OF 11/29/17 (39 Copies @ \$.40)	15.60

TOTAL REIMBURSABLE EXPENSES

\$ 631.08

**TOTAL THIS INVOICE**

**\$ 23,453.73**



UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO

-----X

In re:	PROMESA
	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	
as representative of	Case No. 17 BK 3283-LTS
THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i>	(Jointly Administered)
Debtors. <sup>1</sup>	

-----X

In re:	PROMESA
	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	
as representative of	Case No. 17 BK 4780-LTS
PUERTO RICO ELECTRIC POWER AUTHORITY,	
Debtor.	

-----X

**COVER SHEET TO SIXTH MONTHLY FEE APPLICATION OF O'NEILL &  
BORGES LLC FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE FINANCIAL  
OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS  
REPRESENTATIVE OF DEBTOR, PUERTO RICO ELECTRIC POWER  
AUTHORITY ("PREPA") FOR THE PERIOD OF  
DECEMBER 1, 2017 THROUGH DECEMBER 31, 2017**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	December 1, 2017 through December 31, 2017
Amount of compensation sought as actual, reasonable and necessary:	\$23,706.90
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$317.40
Total amount for this invoice:	\$24,024.30

This is a: X monthly \_\_\_ interim \_\_\_ final application

This is O&B's sixth monthly fee application in these cases.

On April 2, 2018 sent to:

**FOMB:**

Financial Oversight and Management Board  
40 Washington Square South  
Office 314A  
New York, NY 10012  
Attn: Professor Arthur J. González  
FOMB Board Member

and

Proskauer Rose LLP,  
Eleven Times Square  
New York, NY 10036  
Attn: Martin J. Bienenstock, Esq.  
Ehud Barak, Esq.,

and

Proskauer Rose LLP  
70 West Madison Street  
Chicago, IL 60602  
Attn: Paul V. Possinger, Esq.

**Fee Examiner:**

Godfrey & Kahn, S.C.  
Attn: Brady C. Williamson  
bwilliam@gklaw.com

**Co-Counsel for the Official Committee of  
Unsecured Creditors:**

Paul Hastings LLP  
200 Park Avenue  
New York, NY 10166  
Attn: Luc. A. Despina, Esq.  
Andrew V. Tenzer, Esq.  
Michael E. Comerford, Esq.  
G. Alexander Bongartz, Esq.

and

Casillas, Santiago & Torres, LLC  
El Caribe Office Building  
53 Palmeras Street, Suite 1601  
San Juan, PR 00901-2419  
Attn: Juan J. Casillas Ayala, Esq.  
Diana M. Batlle-Barasorda, Esq.  
Alberto J.E. Afíses Negrón, Esq.  
Ericka C. Montull-Novoa, Esq.

**Counsel for AAFAF:**

O'Melveny & Myers LLP  
Times Square Tower, 7 Times Square  
New York, NY 10036  
Attn: John J. Rapisardi, Esq.  
Suzanne Uhland, Esq.  
Diana M. Pérez, Esq.

Greenberg Traurig LLP  
200 Park Avenue  
New York, NY 10166  
Attn: Nancy A. Mitchell, Esq.  
Nathan A. Haynes, Esq.

**Office of United States Trustee:**

Office of the United States Trustee  
for the District of Puerto Rico  
Edificio Ochoa  
500 Tanca Street, Suite 301  
San Juan, PR 00901  
(In re: Commonwealth of Puerto Rico)

and

Office of the United States Trustee for Region 21  
75 Spring Street, SW, Room 362  
Atlanta, GA 30303  
Attn: Guy G. Gebhart  
Acting United States Trustee (Region 21)  
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Retirees:**

Jenner & Block LLP  
919 Third Avenue  
New York, NY 1022-3908  
Attn: Robert Gordon, Esq.  
Richard Levin, Esq.

And

Bennazar, García & Millian, C.S.P.  
Edificio Union Plaza, PH-A Piso 18  
416 Ave. Ponce de León  
Hato Rey, PR 00918  
Attn: A.J. Bennazar-Zequiera, Esq.

**Counsel for U.S. Bank National Association:**

Maslon LLP  
90 South Seventh Street  
Suite 3300  
Minneapolis, MN 55402  
Attn: Clark T. Whitmore, Esq.,  
William Z. Pentelovitch, Esq.,  
John T. Duffey, Esq.,  
Jason M. Reed, Esq.,

and

Rivera, Tulla and Ferrer, LLC  
50 Quisqueya Street  
San Juan, PR 00917  
Attn: Eric A. Tulla, Esq.  
Iris J. Cabrera-Gómez, Esq.

**PREPA TITLE III**

**Summary of Legal Fees for the Period December 1, 2017 through December 30, 2017**

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$290.00	18.80	\$ 5,452.00
Carlos E. George	Member	Labor	\$245.00	0.80	\$ 196.00
Jerry Lucas Marrero	Member	Corporate	\$305.00	14.50	\$ 4,422.50
Pedro R. Pierluisi	Member	Corporate	\$395.00	0.30	\$ 118.50
Antonio L. Collazo	Jr. Member	Corporate	\$210.00	5.40	\$ 1,134.00
Ubaldo M. Fernandez Barrera	Jr. Member	Litigation	\$210.00	5.50	\$ 1,155.00
Isis L. Perez Velez	Jr. Member	Corporate	\$250.00	26.20	\$ 6,550.00
Jorge Candelaria	Associate	Corporate	\$170.00	19.70	\$ 3,349.00
Arturo Hernandez	Associate	Litigation	\$175.00	6.70	\$ 1,172.50
Gabriel L. Olivera Dubon	Associate	Litigation	\$190.00	1.20	\$ 228.00
Daniel J. Perez Refojos	Associate	Litigation	\$180.00	6.80	\$ 1,224.00
Francisco G. Rodriguez	Associate	Corporate	\$170.00	3.90	\$ 663.00
Emiliano Trigo Fritz	Associate	Corporate	\$200.00	2.10	\$ 420.00
Milagros Marcano Baez	Paralegal	Litigation	\$135.00	1.90	\$ 256.50

**Totals** **113.80 \$ 26,341.00**

**Less: 10% Courtesy discount** **\$ (2,634.10)**

<b>SUMMARY OF LEGAL FEES</b>	<b>\$ 23,706.90</b>
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**Summary of Disbursements for the Period December 1, 2017 through December 30, 2017**

Description - Expenses	Amounts
Duplicating	\$ 205.25
Duplicating-Color	\$ 54.00
Westlaw	\$ 58.15

**Totals** **\$ 317.40**

<b>SUMMARY OF DISBURSEMENTS</b>	<b>\$ 317.40</b>
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**PREPA TITLE III**

**Summary of Legal Fees for the Period December 1, 2017 through December 30, 2017**

<b>Task Code</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
204	Communications with Claim Holders	0.30	\$ 91.50
206	Documents filed on behalf of the Board	14.30	\$ 2,911.00
207	Non-Board Court Filings	1.80	\$ 532.50
208	Stay Matters	10.70	\$ 2,332.50
209	Adversary Proceeding	7.10	\$ 2,023.00
210	Analysis and Strategy	76.60	\$ 17,925.00
212	General Administration	0.30	\$ 87.00
218	Employment and Fee Applications	0.20	\$ 58.00
219	Docketing	1.90	\$ 256.50
221	Discovery/2004 Examinations	0.60	\$ 124.00
			<b>\$ 26,341.00</b>
Less: 10% Courtesy Discount			<b>\$ (2,634.10)</b>
<b>TOTALS</b>		<b>113.80</b>	<b>\$ 23,706.90</b>

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$21,336.21, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$317.40) in the total amount of \$21,653.61.

**Exhibit A**

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

December 31, 2017

FOMB IN RE PREPA TITLE III

**RE: GENERAL-PREPA TITLE III 17-4780**

Enclosed please find our bill for professional services rendered and reimbursable expenses.  
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

HERMANN BAUER



IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

FOMB IN RE PREPA TITLE III

December 31, 2017  
Bill #: 318850  
Billing Attorney: HDB

**BILLING SUMMARY**

For Professional Services Rendered and Reimbursable Expenses for the period ending  
December 31, 2017:

Client.Matter: P1705 - 1

RE: GENERAL-PREPA TITLE III 17-4780

Total Professional Services	\$ 6,818.50
Less Discount	<u>\$ -681.85</u>
Net Professional Services	\$ 6,136.65
Total Reimbursable Expenses	<u>\$ 317.40</u>
<b>TOTAL THIS INVOICE</b>	<b>\$ 6,454.05</b>

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1705 . 1

RE: GENERAL-PREPA TITLE III 17-4780

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
12/04/17	HDB	209	Receive and review ICSE's Reply to Opposition to Remand.	.90	290.00	261.00
12/04/17	HDB	209	Review preliminary list of contracts to be requested of PREPA.	.20	290.00	58.00
12/05/17	JLM	210	Review and consider motion filed by ICSE and arguments raised.	.40	305.00	122.00
12/05/17	JLM	210	Review Act 57 and consider arguments to use and approve ICSE motion filed.	.40	305.00	122.00
12/06/17	JLM	210	Review and reply to various emails and documents related to ICSE petition.	.30	305.00	91.50
12/06/17	JLM	207	Review court order requesting supplemental brief to addresses pending ICSE request.	.10	305.00	30.50
12/07/17	JLM	207	Review order issued in ICSE case.	.10	305.00	30.50
12/07/17	JLM	207	Review prior pleading filed in case by ICSE and AEAAP.	.50	305.00	152.50
12/07/17	JLM	210	Consider steps forward and arguments to develop in supplemental brief.	.40	305.00	122.00
12/07/17	JLM	204	Email exchange regarding translation and filing of documents in the ICSE case as required by Judge Swain.	.30	305.00	91.50
12/07/17	HDB	208	Review lift stay request by Dra. Virginia Santiago Acuña et als vs. Autoridad de Energía Eléctrica, (Puerto Rico Electrical Power Authority -PREPA).	.20	290.00	58.00

O'Neill & Borges LLC

Bill #: 318850

December 31, 2017

12/07/17	ILP	210	Review Order Denying Without Prejudice Motion to Remand and To Lift Stay filed by Instituto de Competividad y Sostenibilidad Economica de Puerto Rico.	.20	250.00	50.00
12/07/17	ILP	210	Review Order Directing Supplemental Briefing in Connection with Motion to Remand and To Lift Stay filed by Instituto de Competividad y Sostenibilidad Economica de Puerto Rico.	.20	250.00	50.00
12/07/17	ILP	210	Analyze Reply to Opposition to Motion to Remand and To Lift Stay filed by Instituto de Competividad y Sostenibilidad Economica de Puerto Rico.	.50	250.00	125.00
12/08/17	HDB	208	Respond to e-mail regarding potential resolution of Lift Stay Notice - La Quinta Shopping Center, Corp. v PREPA.	.20	290.00	58.00
12/09/17	HDB	208	Receive and review draft to Opposition to PBJL Motion for Relief from Stay.	.40	290.00	116.00
12/09/17	HDB	208	Receive and review request for relief from stay in the state court case captioned Aquasur Corporation v. Puerto Rico Land & Fruit S. E., Windmar Renewable Energy, Inc. et al, NCSI 2016-00655 (hereinafter Aquasur v. PRL&F ), before the Court of First Instance, Fajardo Superior Part.	.20	290.00	58.00
12/11/17	HDB	208	Receive and review Pan American Grain Motion for Relief from Stay seeking to offset PREPA past due bills against financial debt. (.30) Draft e-mail regarding same.(.10)	.40	290.00	116.00
12/11/17	HDB	208	Receive and review Order terminating Stay Relief Motion by Pan American Grain.	.10	290.00	29.00
12/11/17	HDB	208	Receive and review follow-up on meet and confer notice for a potential stay lift stipulation in the above captioned PREPA-Abengoa matter.	.10	290.00	29.00
12/11/17	HDB	212	Tel. conf counsel for Pan American Grains regarding lift stay notice.	.20	290.00	58.00
12/12/17	HDB	207	Receive and review draft Urgent Motion Concerning Receipt and Use of Insurance Proceeds prepared by AAFAF.	.60	290.00	174.00

O'Neill & Borges LLC

Bill #: 318850

December 31, 2017

12/12/17	HDB	208	Tel. conf with counsel for stay relief movant La Quinta regarding proof and insurance and stay relie. (.20) Draft e-mail regarding same.(.10) Review insurance policy provided by Movant.(.20)	.50	290.00	145.00
12/12/17	HDB	208	Review PREPA recommendation regarding Notice of Request for Stipulation on Stay Lift - Abengoa v PREPA.(.02) Review e-mails concerning basis for recommendation.(.10)	.30	290.00	87.00
12/12/17	HDB	208	Review recommendation regarding lift stay notice by Aquasur Corporation v. Puerto Rico Land & Fruit S. E., Windmar Renewable Energy, Inc. et al.	.10	290.00	29.00
12/12/17	AHG	208	Read and analyze "Motion for Relief From Stay" and its exhibits, related to Case Civil No. 14-1220 before the U.S. District Court for the District of Puerto Rico, in order to legally analyze the same and to determine Commonwealth's obligations and liability, if any.	1.80	175.00	315.00
12/12/17	AHG	208	Read and analyze "Motion for Relief From Stay" and its exhibits, related to Case Civil No. 14-1220 before the U.S. District Court for the District of Puerto Rico, and analyze the same in order to ascertain relevant legal arguments.	3.60	175.00	630.00
12/13/17	HDB	206	Review and sign-off on revised urgent motion concerning use and receipt by PREPA of Insurance Proceeds.	.30	290.00	87.00
12/13/17	UMF	206	Review and finalize for filing the PREPA motion for order on use of insurance proceeds.	1.60	210.00	336.00
12/13/17	DJP	210	Discuss logistics and strategy in connection with the filing of Urgent Joint Motion of Financial Oversight and Management Board for Puerto Rico, and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Order Concerning Receipt and use of Puerto Rico Electrical Power Authority Insurance Proceeds.	.10	180.00	18.00
12/13/17	DJP	206	Review and analyze preliminary draft of the Urgent Joint Motion of Financial Oversight and Management Board for Puerto Rico, and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Order Concerning Receipt and use of Puerto Rico Electrical Power Authority Insurance Proceeds.	.30	180.00	54.00

O'Neill & Borges LLC

Bill #: 318850

December 31, 2017

12/13/17	DJP	206	Review and analyze preliminary draft of Declaration in Support of PREPA's Urgent Motion for Order Concerning Receipt and Use of Insurance Proceeds.	.20	180.00	36.00
12/13/17	DJP	206	Review and finalize Urgent Joint Motion of Financial Oversight and Management Board for Puerto Rico, and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Order Concerning Receipt and use of Puerto Rico Electrical Power Authority Insurance Proceeds in anticipation of its filing.	.30	180.00	54.00
12/13/17	DJP	206	File Urgent Joint Motion of Financial Oversight and Management Board for Puerto Rico, and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Order Concerning Receipt and use of Puerto Rico Electrical Power Authority Insurance Proceeds through the court's electronic filing system.	.20	180.00	36.00
12/13/17	DJP	206	Draft and send email to Prime Clerk LLC informing of the filing of Urgent Joint Motion of Financial Oversight and Management Board for Puerto Rico, and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Order Concerning Receipt and use of Puerto Rico Electrical Power Authority Insurance Proceeds, and requesting service accordingly.	.10	180.00	18.00
12/13/17	DJP	206	Draft and send email to presiding judge attaching stamped version of the Urgent Joint Motion of Financial Oversight and Management Board for Puerto Rico, and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Order Concerning Receipt and use of Puerto Rico Electrical Power Authority Insurance Proceeds.	.20	180.00	36.00
12/13/17	AHG	208	Read and analyze "Motion for Relief From Stay" and its exhibits, related to Case Civil No. 14-1220 before the U.S. District Court for the District of Puerto Rico, and analyze the same in order to ascertain relevant legal arguments and to determine Commonwealth's obligations and liability, if any.	1.30	175.00	227.50
12/14/17	HDB	206	Review and sign-off on Notice of Filing of Joint Motion for Use of PREPA's Insurance Policies and Declaration in support thereof.	.10	290.00	29.00
12/14/17	UMF	206	Draft notices of filing and hearing on PREPA's motion for order on the use of insurance proceeds and submitting declarations in support thereof.	2.20	210.00	462.00

O'Neill & Borges LLC

Bill #: 318850

December 31, 2017

12/14/17	GOD	206	Draft the Notice Of Filing Of Declaration Of Sammy L. Rodriguez Ortega.	.30	190.00	57.00
12/14/17	GOD	206	File the Notice Of Filing Of Declaration Of Sammy L. Rodriguez Ortega.	.20	190.00	38.00
12/14/17	MMB	219	Docket court notice received by mail dated December 14, 2017, regarding order dkt. 492 setting briefing deadlines and scheduling hearing on urgent joint motion dkt. 491 - H. Bauer, U. Fernandez, D. Pérez.	.20	135.00	27.00
12/15/17	HDB	212	Receive and review Motion for Interim Compensation for Ankura Consulting Group, LLC	.10	290.00	29.00
12/15/17	HDB	207	Review Ad Hoc PREPA, Monolines and Trustee's Objection to PREPA's Insurance Proceeds protection motion.	.30	290.00	87.00
12/15/17	HDB	221	Review and sign-off for filing Notice of Proskauer's PREPA Fee Application.	.10	290.00	29.00
12/15/17	HDB	218	Receive and review first Interim Fee Application of Paul Hastings LLP, as Counsel to Official Committee of Unsecured Creditors, for Services Rendered and Reimbursement of Expenses for Period from June 26, 2017 through September 30, 2017.	.20	290.00	58.00
12/15/17	GOD	206	Notify interested parties of the filing of the Notice Of Filing Of Declaration Of Sammy L. Rodriguez Ortega.	.20	190.00	38.00
12/15/17	GOD	221	File the Notice Of Filing Of First Interim Fee Application Of Proskauer Rose LLP For Compensation For Services Rendered And Reimbursement Of Expenses Incurred As Attorneys For The Financial Oversight And Management Board For Puerto Rico, As Representative Of The Debtor, Puerto Rico Electric Power Authority, For The Period July 2, 2017 Through September 30, 2017.	.30	190.00	57.00
12/15/17	GOD	221	File the Summary Sheet To First Interim Fee Application Of Proskauer Rose LLP For Compensation For Services Rendered And Reimbursement Of Expenses Incurred As Attorneys For The Financial Oversight And Management Board For Puerto Rico, As Representative Of The Debtor, Puerto Rico Electric Power Authority, For The Period July 2, 2017 Through September 30, 2017.	.20	190.00	38.00



O'Neill & Borges LLC

Bill #: 318850

December 31, 2017

12/17/17	HDB	208	Receive and review reply brief to opposition to PBJL's Motion for relief from automatic stay.	.30	290.00	87.00
12/18/17	HDB	208	Tel. conf counsel for La Quinta Shopping Center following up on pending Notice of Intent to File for Lift of Stay.(.10) Draft e-mail regarding same.(.10) Tel. conf. with counsel for La Quinta regarding payment.(.10)	.30	290.00	87.00
12/18/17	HDB	206	Review and sign-off on reply in support of the urgent motion regarding PREPA's insurance proceeds.(.30) Review e-mails regarding the same.(.10)	.40	290.00	116.00
12/18/17	UMF	206	Review and finalize reply In Support Of The Urgent Joint Motion Of Financial Oversight And Management Board For Puerto Rico, And The Puerto Rico Fiscal Agency And Financial Advisory Authority For Order Concerning Receipt And Use Of Puerto Rico Electric Power Authority Insurance Proceeds.	.80	210.00	168.00
12/18/17	DJP	206	Discuss with counsel from Proskauer Rose LLP logistics and strategy related to the filing of a reply in support of the urgent motion regarding PREPA's insurance proceeds to be filed later today.	.20	180.00	36.00
12/18/17	DJP	206	Review and analyze final draft of Reply of the Financial Oversight and Management Board for Puerto Rico and the Puerto Rico Fiscal Agency and Financial Authority in Support of the Urgent Joint Motion for Order Concerning Receipt and Use of Puerto Rico Electric Power Authority Insurance Proceeds in anticipation of its filing.	.40	180.00	72.00
12/18/17	DJP	206	Draft and send email to Prime Clerk LLC informing of the filing of Reply of the Financial Oversight and Management Board for Puerto Rico and the Puerto Rico Fiscal Agency and Financial Authority in Support of the Urgent Joint Motion for Order Concerning Receipt and Use of Puerto Rico Electric Power Authority Insurance Proceeds and requesting service thereof.	.10	180.00	18.00



O'Neill & Borges LLC

Bill #: 318850

December 31, 2017

12/18/17	DJP	206	Draft and send email to presiding judge attaching stamped version of the Reply of the Financial Oversight and Management Board for Puerto Rico and the Puerto Rico Fiscal Agency and Financial Authority in Support of the Urgent Joint Motion for Order Concerning Receipt and Use of Puerto Rico Electric Power Authority Insurance Proceeds, with supporting exhibits and proposed order in Word format.	.20	180.00	36.00
12/19/17	HDB	206	Review and sign-off on proposed order to resolve Objections to Insurance motion.	.30	290.00	87.00
12/19/17	UMF	206	Reviewing PREPA proposed orders on insurance proceeds.	.90	210.00	189.00
12/19/17	DJP	210	Discuss with counsel from Proskauer Rose LLP the logistics and strategy in connection with resolution of PREPA insurance motion and the filing of informative motion advising the court of agreement with PREPA bondholders.	.10	180.00	18.00
12/19/17	DJP	206	Review and analyze preliminary draft of Notice of Filing of Second Revised Proposed Order to Urgent Joint Motion for Order Concerning Receipt and Use of Puerto Rico Electric Power Authority Insurance Proceeds.	.30	180.00	54.00
12/19/17	DJP	206	Review and organize Second Revised Proposed Order and other exhibits to be filed in support of Notice of Filing of Second Revised Proposed Order to Urgent Joint Motion for Order Concerning Receipt and Use of Puerto Rico Electric Power Authority Insurance Proceeds.	.30	180.00	54.00
12/19/17	DJP	206	Review and finalize latest version of Notice of Filing of Second Revised Proposed Order to Urgent Joint Motion of Financial Oversight and Management Board for Puerto Rico, and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Order Concerning Receipt and Use of Puerto Rico Electric Power Authority Insurance Proceeds, in anticipation of its filing.	.30	180.00	54.00

O'Neill & Borges LLC

Bill #: 318850

December 31, 2017

12/19/17	DJP	206	Review, organize and finalize all exhibits to be filed in support of Notice of Filing of Second Revised Proposed Order to Urgent Joint Motion of Financial Oversight and Management Board for Puerto Rico, and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Order Concerning Receipt and Use of Puerto Rico Electric Power Authority Insurance Proceeds.	.30	180.00	54.00
12/19/17	DJP	206	File Notice of Filing of Second Revised Proposed Order to Urgent Joint Motion of Financial Oversight and Management Board for Puerto Rico, and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Order Concerning Receipt and Use of Puerto Rico Electric Power Authority Insurance Proceeds, and supporting exhibits, through the court's electronic filing system.	.20	180.00	36.00
12/19/17	DJP	206	Draft and send email to Prime Clerk LLC informing of the filing of Notice of Filing of Second Revised Proposed Order to Urgent Joint Motion of Financial Oversight and Management Board for Puerto Rico, and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Order Concerning Receipt and Use of Puerto Rico Electric Power Authority Insurance Proceeds, and requesting service accordingly.	.10	180.00	18.00
12/19/17	DJP	206	Draft and send email to presiding judge attaching stamped version of the Notice of Filing of Second Revised Proposed Order to Urgent Joint Motion of Financial Oversight and Management Board for Puerto Rico, and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Order Concerning Receipt and Use of Puerto Rico Electric Power Authority Insurance Proceeds.	.20	180.00	36.00
12/20/17	HDB	208	Review follow-up e-mail regarding Notice of Request for Stipulation on Stay Lift Abengoa v PREPA, K AC 2000-2759(803).(10) Draft e-mail regarding same.(10)	.20	290.00	58.00
12/20/17	HDB	207	Receive and review Motion to inform Appointment of Todd W. Filsinger as PREPA's Chief Financial Advisor	.20	290.00	58.00

O'Neill & Borges LLC

Bill #: 318850

December 31, 2017

12/21/17	HDB	208	Review response to Lift Stay Notice regarding Abengoa v PREPA, K AC 2000-2759(803) Superior. Ct.	.10	290.00	29.00
12/21/17	HDB	206	Review Notice of Filing PREPA Creditor List.	.20	290.00	58.00
12/22/17	HDB	206	Review edits and sign-off to file PREPA Notice of Filing Creditor List.	.20	290.00	58.00
12/22/17	DJP	206	File the Notice of Filing of Creditor List for the Puerto Rico Electric Power Authority in the PREPA case through the court's electronic filing system.	.20	180.00	36.00
12/22/17	DJP	206	Draft and send email to Prime Clerk LLC informing of the filing of the Notice of Filing of Creditor List for the Puerto Rico Electric Power Authority, and creditor list exhibit, and requesting service accordingly.	.10	180.00	18.00
12/22/17	DJP	206	Draft and send email to presiding judge attaching stamped version of the Notice of Filing of Creditor List for the Puerto Rico Electric Power Authority, and creditor list exhibit, as filed in the Commonwealth case 17-03283-LTS9 (at Docket No. 2153) and in the PREPA case 17-04780-LTS9 (at Docket No. 520).	.20	180.00	36.00
12/26/17	HDB	208	Receive and review Motion for Relief From Stay filed on behalf of Consuelo Ramos Aguilar.	.20	290.00	58.00
12/26/17	HDB	208	Receive and review Opinion and Order denying Relief from Stay to PBJL Corp.	.20	290.00	58.00
12/26/17	MMB	219	Docket court notice received by mail dated December 22, 2017, regarding briefing schedule in appellate case 17-2079 - H. Bauer, U. Fernandez, D. Pérez.	.10	135.00	13.50
12/29/17	HDB	208	Review recommendation concerning request to modify stay concerning Aquasur Corporation v. Puerto Rico Land & Fruit S. E., Windmar Renewable Energy, Inc. et al, NCSI 2016-00655.(.10) Prepare e-mail to movant regarding same.(.10)	.20	290.00	58.00

TOTAL PROFESSIONAL SERVICES	\$ 6,818.50
Less Discount	<u>\$ -681.85</u>
NET PROFESSIONAL SERVICES:	\$ 6,136.65

O'Neill & Borges LLC

Bill #: 318850

December 31, 2017

**SUMMARY OF PROFESSIONAL SERVICES**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>
JERRY LUCAS MARRERO	2.50	305.00	762.50
HERMANN BAUER	8.30	290.00	2,407.00
ISIS L. PEREZ VELEZ	.90	250.00	225.00
UBALDO M. FERNANDEZ BARRERA	5.50	210.00	1,155.00
DANIEL J. PEREZ REFOJOS	4.60	180.00	828.00
ARTURO HERNANDEZ	6.70	175.00	1,172.50
GABRIEL L. OLIVERA DUBON	1.20	190.00	228.00
MILAGROS MARCANO BAEZ	.30	135.00	40.50
<b>Total</b>	<b>30.00</b>		<b>\$ 6,818.50</b>

**EXPENSES**

<b>Date</b>	<b>Description</b>	<b>Amount</b>
12/08/17	DUPLICATING - AS OF 12/08/17 (294 Copies @ \$.25)	73.50
12/13/17	DUPLICATING - AS OF 12/13/17 (287 Copies @ \$.25)	71.75
12/13/17	DUPLICATING - AS OF 12/13/17 (240 Copies @ \$.25)	60.00
12/13/17	DUPLICATING-COLOR- AS OF 12/13/17 (38 Copies @ \$.40)	15.20
12/13/17	DUPLICATING-COLOR- AS OF 12/13/17 (96 Copies @ \$.40)	38.40
12/13/17	DUPLICATING-COLOR- AS OF 12/13/17 (1 Copies @ \$.40)	.40
12/31/17	WESTLAW -Legal Research as of 12-31-2017	58.15

TOTAL REIMBURSABLE EXPENSES \$ 317.40

**TOTAL THIS INVOICE \$ 6,454.05**

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

December 31, 2017

FOMB IN RE PREPA TITLE III

**RE: 17-00228-LTS UTIER V. PREPA ET AL-HDB**

Enclosed please find our bill for professional services rendered and reimbursable expenses.  
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

HERMANN BAUER

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE PREPA TITLE III

December 31, 2017  
Bill #: 318861  
Billing Attorney: HDB

**BILLING SUMMARY**

For Professional Services Rendered and Reimbursable Expenses for the period ending  
December 31, 2017:

Client.Matter: P1705 - 803

RE: 17-00228-LTS UTIER V. PREPA ET AL-HDB

Total Professional Services  
VOLUME DISCOUNT

\$ 1,801.00  
\$ -180.10

Net Professional Services  
Total Reimbursable Expenses

\$ 1,620.90  
\$ .00

**TOTAL THIS INVOICE**

**\$ 1,620.90**

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1705 . 803

RE: 17-00228-LTS UTIER V. PREPA ET AL-HDB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
12/01/17	HDB	209	Receive and review American Federation of State, County and Municipal Employees' Opposition to Motion to Dismiss Seeking Dismissal under Fed. R. Civ. P. 12(b)(1) for Lack of Standing in 17-AP-228.	.40	290.00	116.00
12/01/17	HDB	209	Commence review of Opposition to Motion to Dismiss (UTIER) in 17-AP-228	1.30	290.00	377.00
12/04/17	HDB	209	Continue review of the Opposition to Motion to Dismiss in 17-AP-228.	.60	290.00	174.00
12/08/17	HDB	209	Review DOJ's Statement in 17-AP-228.	.20	290.00	58.00
12/08/17	MMB	219	Review email from H. Bauer regarding downloading, saving, printing of docket 24 in 17-ap-00256.	.10	135.00	13.50
12/08/17	MMB	219	Download, save, print docket 24, as requested by H. Bauer.	1.50	135.00	202.50
12/22/17	HDB	209	Receive and review Reply of Intervenor Official Committee of Unsecured Creditors in Support of Oversight Board's Motion to Dismiss Plaintiff's Amended Adversary Complaint in 17-AP-228.	.20	290.00	58.00
12/22/17	HDB	209	Review and sign-off to file Reply in Support of Defendants' Motion to Dismiss the Amended Adversary Complaint 17-AP-228.	.40	290.00	116.00
12/22/17	HDB	209	Review and sign-off on Reply to AFSCME's opposition to motion to dismiss UTIER proceeding (17-AP-228)	.20	290.00	58.00
12/22/17	HDB	209	Receive and review American Federation of State, County & Municipal Employees' Reply to United States' Memorandum of Law in Support of the Constitutionality of PROMESA in 17-AP-228.	.20	290.00	58.00



O'Neill & Borges LLC

Bill #: 318861

December 31, 2017

12/22/17	DJP	206	Review and finalize Notice of Filing of Creditor List for the Puerto Rico Electric Power Authority in anticipation of its filing.	.30	180.00	54.00
12/22/17	DJP	206	Discuss with counsel from Proskauer Rose LLP logistics and strategy in connection with the filing of various documents in the UTIER Adversary Proceeding, AP 17-228.	.20	180.00	36.00
12/22/17	DJP	206	Review and finalize Reply in Support of Defendants' Motion to Dismiss the Amended Adversary Complaint in anticipation of its filing in AP 17-228.	.50	180.00	90.00
12/22/17	DJP	206	File Reply in Support of Defendants' Motion to Dismiss the Amended Adversary Complaint through the court's electronic filing system in AP 17-228.	.20	180.00	36.00
12/22/17	DJP	206	Review and finalize Reply to Statement of Intervenor American Federation of State, County and Municipal Employees in Opposition to Financial Oversight and Management Board for Puerto Rico's Motion to Dismiss Adversary Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) in anticipation of its filing in AP 17-228.	.50	180.00	90.00
12/22/17	DJP	206	File Reply to Statement of Intervenor American Federation of State, County and Municipal Employees in Opposition to Financial Oversight and Management Board for Puerto Rico's Motion to Dismiss Adversary Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) through the court's electronic filing system in AP 17-228.	.20	180.00	36.00
12/22/17	DJP	206	Draft and send email to Prime Clerk informing of the filing of Reply in Support of Defendants' Motion to Dismiss the Amended Adversary Complaint, and Reply to Statement of Intervenor American Federation of State, County and Municipal Employees in Opposition to Financial Oversight and Management Board for Puerto Rico's Motion to Dismiss Adversary Complaint Pursuant to Fed. R. Civ. P. 12(b)(1), and requesting service accordingly.	.10	180.00	18.00

O'Neill & Borges LLC

Bill #: 318861

December 31, 2017

12/22/17	DJP	206	Draft and send email to presiding judge attaching stamped versions of Reply in Support of Defendants' Motion to Dismiss the Amended Adversary Complaint, and Reply to Statement of Intervenor American Federation of State, County and Municipal Employees in Opposition to Financial Oversight and Management Board for Puerto Rico's Motion to Dismiss Adversary Complaint Pursuant to Fed. R. Civ. P. 12(b)(1), as filed in AP 17-228.	.20	180.00	36.00
12/23/17	HDB	209	Receive and review UTIER's Response to USA's brief in support of PROMESA. 17-AP-228.	.30	290.00	87.00
12/26/17	HDB	209	Receive and review Puerto Rico Fiscal Agency and Financial Advisory Authority's Brief in Response to UTIER's Omnibus Opposition to Defendants' Motion to Dismiss Plaintiff's First Amended Adversary Complaint - 17-AP-228	.30	290.00	87.00

TOTAL PROFESSIONAL SERVICES \$ 1,801.00

VOLUME DISCOUNT \$ -180.10

NET PROFESSIONAL SERVICES: \$ 1,620.90

### SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	4.10	290.00	1,189.00
DANIEL J. PEREZ REFOJOS	2.20	180.00	396.00
MILAGROS MARCANO BAEZ	1.60	135.00	216.00
<b>Total</b>	<b>7.90</b>		<b>\$ 1,801.00</b>

**TOTAL THIS INVOICE**

**\$ 1,620.90**

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

December 31, 2017

FOMB IN RE PREPA TITLE III

RE: 17-00229-LTS UTIER V. PREPA ET AL-HDB

Enclosed please find our bill for professional services rendered and reimbursable expenses.  
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt  
payment would be greatly appreciated.

Sincerely Yours,

HERMANN BAUER

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

FOMB IN RE PREPA TITLE III

December 31, 2017  
Bill #: 317986  
Billing Attorney: HDB

### BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending  
December 31, 2017:

Client.Matter: P1705 - 804

RE: 17-00229-LTS UTIER V. PREPA ET AL-HDB

Total Professional Services	\$ 515.00
VOLUME DISCOUNT	<u>\$ -51.50</u>
Net Professional Services	\$ 463.50
Total Reimbursable Expenses	<u>\$ .00</u>
<b>TOTAL THIS INVOICE</b>	<b>\$ 463.50</b>

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1705 . 804

RE: 17-00229-LTS UTIER V. PREPA ET AL-HDB

**PROFESSIONAL SERVICES**

Date	Atty	Task	Description	Hours	Rate	Amount
12/12/17	HDB	209	Receive and review Amended Complaint in 17-AP-229.	1.10	290.00	319.00
12/29/17	CEG	209	Revise motion to dismiss UTIER amended complaint related to CBA contract.	.80	245.00	196.00

TOTAL PROFESSIONAL SERVICES \$ 515.00

VOLUME DISCOUNT \$ -51.50

NET PROFESSIONAL SERVICES \$ 463.50

**SUMMARY OF PROFESSIONAL SERVICES**

Name	Hours	Rate	Total
HERMANN BAUER	1.10	290.00	319.00
CARLOS E. GEORGE	.80	245.00	196.00
<b>Total</b>	<b>1.90</b>		<b>\$ 515.00</b>

**TOTAL THIS INVOICE \$ 463.50**

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

December 31, 2017

FOMB IN RE PREPA TITLE III

**RE: FISCAL PLAN**

Enclosed please find our bill for professional services rendered and reimbursable expenses.  
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

HERMANN BAUER

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE PREPA TITLE III

December 31, 2017  
Bill #: 321673  
Billing Attorney: HDB

### BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending  
December 31, 2017:

Client.Matter: P1705 - 809

RE: FISCAL PLAN

Total Professional Services  
VOLUME DISCOUNT

\$ 17,206.50  
\$ -1,720.65

Net Professional Services  
Total Reimbursable Expenses

\$ 15,485.85  
\$ .00

**TOTAL THIS INVOICE**

**\$ 15,485.85**



IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1705 . 809  
RE: FISCAL PLAN

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
12/01/17	JLM	210	Review emails and documents received from Proskauer regarding PREPA transformation and calls being scheduled.	.40	305.00	122.00
12/01/17	JLM	210	Review email and request from McKinsey received from Proskauer regarding PREPA contracts and documents to request for review.	.20	305.00	61.00
12/01/17	JLM	210	Email to P. Possinger regarding list in McKinsey request.	.10	305.00	30.50
12/01/17	FGR	210	Further work on memo regarding deliberative process privilege, add examples from case law, and explain tests.	3.90	170.00	663.00
12/04/17	JLM	210	Review email and inquiry received from Proskauer and McKinsey regarding PREPA contract categories and that should be renewed.	.10	305.00	30.50
12/04/17	JLM	210	Work on compiling listings of contract.	.30	305.00	91.50
12/04/17	JLM	210	Review email to Proskauer with listing of PREPA contracts and categories.	.30	305.00	91.50
12/04/17	JLM	210	Review documents related to PREPA transformation received.	.40	305.00	122.00
12/04/17	ALC	210	Review and consider PREPA's list of contracts (2014-2017) in PR Comptroller's registry in order to assist Proskauer in preparation of RFI to be issued to PREPA for Fiscal Plan purposes.(1.70) Analysis of potential categories of contracts relevant to Fiscal Plan.(.40) Work on list of categories.(.40) Email Proskauer team regarding the same.(.10)	2.60	210.00	546.00

O'Neill & Borges LLC

Bill #: 321673

December 31, 2017

12/05/17	JLM	210	Review email and draft presentation on Fiscal Plan outline.	.40	305.00	122.00
12/05/17	HDB	210	Review outline of PREPA Fiscal Plan delivered by Greenberg.	.30	290.00	87.00
12/06/17	HDB	210	Participate in PREPA Working Group call.	.80	290.00	232.00
12/06/17	ALC	210	Prepare for (.10) and attend to Tel. conf. with PREPA working group to discuss Fiscal Plan outline, status of restoration and liquidity among other(.90).	1.00	210.00	210.00
12/07/17	JLM	210	Review material previously prepared and those received from Proskauer in preparation for call scheduled for Today with Committee.	.40	305.00	122.00
12/07/17	JLM	210	Attend telephone conference with Committee where various PREPA transformation topics were discussed.	1.90	305.00	579.50
12/07/17	JLM	210	Consider issues to address in transformation of PREPA including right to sell energy under civil code and PR law.	.30	305.00	91.50
12/07/17	HDB	210	Participate in call regarding PREPA modernization and transformation.	2.30	290.00	667.00
12/07/17	HDB	210	Participate in PREPA Sub Committee call.	1.00	290.00	290.00
12/07/17	ILP	210	Participate in telephone conference with Proskauer, Greenberg, and Ankura representatives to discuss and analyze matters regarding the Puerto Rico Electric Authority Fiscal Plan.	2.50	250.00	625.00
12/07/17	ILP	210	Participate in telephone conference regarding PREPA Subcommittee Meeting to discuss matters related to demand, capital investment, and grid design scenarios to be included in Transformation and Fiscal Plans.	2.00	250.00	500.00
12/07/17	ILP	210	Review documentation in preparation for telephone conference regarding PREPA Subcommittee Meeting to discuss issues regarding demand, capital investment, and grid design scenarios to be included in Transformation and Fiscal Plans.	.50	250.00	125.00
12/07/17	ILP	210	Review matters related to government agencies authority to claim deliberative process privilege.	1.50	250.00	375.00
12/07/17	ILP	210	Review and analyze documentation regarding Fiscal Plan.	.30	250.00	75.00

O'Neill & Borges LLC

Bill #: 321673

December 31, 2017

12/07/17	ALC	210	Prepare for (.10) and attend to Tel. conf. with PREPA working group in connection with and to continue discussions about PREPA's transformation plan.(1.50)	1.60	210.00	336.00
12/09/17	HDB	210	Review edits to draft PREPA Transformation Letter.	.20	290.00	58.00
12/11/17	ILP	210	Participate in telephone conference with Proskauer to discuss various pending matters concerning the Puerto Rico Electric Power Authority.	.70	250.00	175.00
12/11/17	ILP	210	Analyze matters with regards to who owns the license to sale electricity in Puerto Rico.	.70	250.00	175.00
12/12/17	HDB	210	Review draft letter to PREPA regarding Fiscal Plan and transformation principles.	.20	290.00	58.00
12/13/17	JLM	210	Prepare for and attend telephone conference with PREPA committee where issues of liquidity, regulatory structures transformation and Fiscal Plan were discussed.	1.30	305.00	396.50
12/13/17	ILP	210	Participate in telephone conference regarding the Puerto Rico Electric Authority Transformation Group, including representatives of AFFAF, PREPA, Ankura, Citi and McKinsey, among others.	1.00	250.00	250.00
12/15/17	JAC	210	Commence legal research regarding PREPA's authority to provide electricity in Puerto Rico.	1.90	170.00	323.00
12/18/17	ILP	210	Participate in telephone conference regarding PREPA Subcommittee Meeting to discuss matters related to grid design scenarios, transformation options and regulatory framework to be included in Transformation and Fiscal Plans.	1.80	250.00	450.00
12/18/17	ILP	210	Conduct analysis of matters related to who owns the license to sell electricity in Puerto Rico.	2.50	250.00	625.00
12/18/17	JAC	210	Meeting with A. Alvarez and I. L. Perez regarding PREPA's authority to provide electricity in Puerto Rico.	.80	170.00	136.00
12/18/17	JAC	210	Conduct further legal research regarding PREPA's authority to provide electricity in Puerto Rico.	2.10	170.00	357.00
12/18/17	JAC	210	Commence drafting email to I. L. Perez regarding PREPA's legal authority to provide electricity in Puerto Rico.	1.10	170.00	187.00

O'Neill & Borges LLC

Bill #: 321673

December 31, 2017

12/19/17	JLM	210	Work on memo to Proskauer regarding right to send electricity in Puerto Rico and provide comments; Exchange of emails regarding memo on right to sell energy.	.70	305.00	213.50
12/19/17	HDB	210	Review Memorandum regarding right to sell energy in Puerto Rico in connection with PREPA Transformation plan.	.20	290.00	58.00
12/19/17	ILP	210	Analysis of matters related to who owns the license to sell electricity in Puerto Rico.	2.70	250.00	675.00
12/19/17	JAC	210	Conduct further legal research regarding PREPA's authority to provide electricity in Puerto Rico.	1.70	170.00	289.00
12/19/17	JAC	210	Draft email to I. L. Perez regarding PREPA's legal duty to provide electricity to consumers in Puerto Rico.	.70	170.00	119.00
12/20/17	JLM	210	Attend telephone conference regarding PREPA transformation.	1.00	305.00	305.00
12/20/17	JLM	210	Review email and issues to address regarding PREPA transformation.	.20	305.00	61.00
12/20/17	JLM	210	Consider issues regarding PREPA transformation, legal researches to conduct assignments to deliver response to Proskauer and FOMB GC.	.50	305.00	152.50
12/20/17	JLM	210	Review initial reactions to issues raised regarding PREPA transformation and draft reaction to the same.	.30	305.00	91.50
12/20/17	JLM	210	Meet and discuss pending matters related to PREPA.	.50	305.00	152.50
12/20/17	HDB	210	Review questions regarding PREPA Fiscal Plan and transformation issues by McKinsey.(.10) Draft preliminary responses to the same.(.20)	.30	290.00	87.00
12/20/17	ILP	210	Analysis of matters related to who owns the license to sale electricity in Puerto Rico.	1.90	250.00	475.00
12/20/17	ILP	210	Work on response to inquiry made by A. Bielenberg regarding whether the Government is required to approve legislation or an executive order for the privatization of PREPA.	4.20	250.00	1,050.00
12/20/17	ALC	210	Tel. conf. with PREPA working group to continue discussions about PREPA Transformation Plan.	.20	210.00	42.00
12/20/17	JAC	210	Review Act 4-2016 to identify restrictions on the sale of PREPA's assets.	1.10	170.00	187.00

CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE

O'Neill & Borges LLC

Bill #: 321673

December 31, 2017

12/20/17	JAC	210	Drafft email to I. L. Perez regarding Act 4-2016 and restrictions on the sale of PREPA's assets.	.40	170.00	68.00
12/20/17	JAC	210	Conduct research regarding Constitution of Puerto Rico's restrictions and/or requirements on public or quasi-public license and concessions in connection with transformation plan.	1.90	170.00	323.00
12/20/17	JAC	210	Review I. L. Perez's draft email regarding whether the Government has to approve legislation in order for PREPA to be sold.	.90	170.00	153.00
12/20/17	ETF	210	Review negative covenant in trust agreement regarding sales and encumbrances of property that is part of the System.(1.60) Draft email summarizing same.(.50)	2.10	200.00	420.00
12/21/17	JLM	210	Review memo on Act 4 regarding right to sell electricity prepare and provide comments.	.40	305.00	122.00
12/21/17	JLM	210	Work on response to Proskauer regarding legislation would be needed for the sale of PREPA assets.	.60	305.00	183.00
12/21/17	JLM	210	Review letter to Governor regarding PREPA Fiscal Plan.	.10	305.00	30.50
12/21/17	JLM	210	Review material received from McKinsey regarding PREPA Fiscal Plan transformation to be used in call scheduled.	.60	305.00	183.00
12/21/17	JAC	210	Conduct research regarding transfer of intangible property and public property under the Puerto Rico Civil Code in connection with transformation plan.	1.60	170.00	272.00
12/21/17	JAC	210	Study and analyze privatization of public utilities as explained in law review articles and other sources.	1.30	170.00	221.00
12/22/17	PRP	210	Preliminary review of Build Back Better proposal regarding PR's energy grid.	.30	395.00	118.50
12/22/17	JLM	210	Review various memos prepared to address Proskauer and FOMB GC issues raised regarding PREPA transformation and Fiscal Plan and provide comments.	.60	305.00	183.00
12/22/17	JLM	210	Review final memo sent to Proskauer regarding issues related to PREPA transformation and Fiscal Plan.	.40	305.00	122.00
12/22/17	ILP	210	Continue working on matters related to response to inquiry made by A. Bielenberg regarding whether the Government is required to approve legislation or an executive order for the privatization of PREPA.	1.50	250.00	375.00

CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE

O'Neill & Borges LLC

Bill #: 321673

December 31, 2017

12/22/17	ILP	210	Work on response to inquiry regarding ownership of license to sell electricity in Puerto Rico.	1.50	250.00	375.00
12/22/17	JAC	210	Commence analyzing laws regarding privatization of public entities in Puerto Rico.	.30	170.00	51.00
12/22/17	JAC	210	Review, edit and proof read I. L. Perez's draft email regarding PREPA's authority to provide electric energy in Puerto Rico.	1.80	170.00	306.00
12/26/17	JAC	210	Analyze issues regarding PREPA's privatization as requested by I. L. Perez.	.40	170.00	68.00
12/26/17	JAC	210	Draft email to I. L. Perez regarding PREPA's privatization.	.40	170.00	68.00
12/26/17	JAC	210	Review and analyze PREPA's bidding and contract award regulations, as requested by R. Hernandez.	1.30	170.00	221.00

TOTAL PROFESSIONAL SERVICES \$ 17,206.50

VOLUME DISCOUNT \$ -1,720.65

NET PROFESSIONAL SERVICES: \$ 15,485.85

#### SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
PEDRO R. PIERLUISI	.30	395.00	118.50
JERRY LUCAS MARRERO	12.00	305.00	3,660.00
HERMANN BAUER	5.30	290.00	1,537.00
ISIS L. PEREZ VELEZ	25.30	250.00	6,325.00
ANTONIO L. COLLAZO	5.40	210.00	1,134.00
JORGE A. CANDELARIA	19.70	170.00	3,349.00
EMILIANO TRIGO FRITZ	2.10	200.00	420.00
FRANCISCO G. RODRIGUEZ	3.90	170.00	663.00
<b>Total</b>	<b>74.00</b>		<b>\$ 17,206.50</b>

**TOTAL THIS INVOICE \$ 15,485.85**



UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO

-----X

In re: PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.<sup>1</sup>

-----X

In re: PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 4780-LTS

PUERTO RICO ELECTRIC POWER AUTHORITY,

Debtor.

-----X

**COVER SHEET TO SEVENTH MONTHLY FEE APPLICATION OF  
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO  
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR  
PUERTO RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO  
ELECTRIC POWER AUTHORITY ("PREPA") FOR THE PERIOD OF  
JANUARY 1, 2018 THROUGH JANUARY 31, 2018**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).



Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	January 1, 2018 through January 31, 2018
Amount of compensation sought as actual, reasonable and necessary:	\$45,031.05
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$464.10
Total amount for this invoice:	\$45,495.15

This is a: X monthly \_\_\_ interim \_\_\_ final application

This is O&B's seventh monthly fee application in these cases.

On April 2, 2018 sent to:

**FOMB:**

Financial Oversight and Management Board  
40 Washington Square South  
Office 314A  
New York, NY 10012  
Attn: Professor Arthur J. González  
FOMB Board Member

and

Proskauer Rose LLP,  
Eleven Times Square  
New York, NY 10036  
Attn: Martin J. Bienenstock, Esq.  
Ehud Barak, Esq.,

and

Proskauer Rose LLP  
70 West Madison Street  
Chicago, IL 60602  
Attn: Paul V. Possinger, Esq.

**Fee Examiner:**

Godfrey & Kahn, S.C.  
Attn: Brady C. Williamson  
bwilliam@gklaw.com

**Co-Counsel for the Official Committee of  
Unsecured Creditors:**

Paul Hastings LLP  
200 Park Avenue  
New York, NY 10166  
Attn: Luc. A. Despina, Esq.  
Andrew V. Tenzer, Esq.  
Michael E. Comerford, Esq.  
G. Alexander Bongartz, Esq.

and

Casillas, Santiago & Torres, LLC  
El Caribe Office Building  
53 Palmeras Street, Suite 1601  
San Juan, PR 00901-2419  
Attn: Juan J. Casillas Ayala, Esq.  
Diana M. Battle-Barasorda, Esq.  
Alberto J.E. Afíses Negrón, Esq.  
Ericka C. Montull-Novoa, Esq.

**Counsel for AAFAP:**

O'Melveny & Myers LLP  
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New York, NY 10036  
Attn: John J. Rapisardi, Esq.  
Suzanne Uhland, Esq.  
Diana M. Pérez, Esq.  
Greenberg Traurig LLP  
200 Park Avenue  
New York, NY 10166  
Attn: Nancy A. Mitchell, Esq.  
Nathan A. Haynes, Esq.

**Office of United States Trustee:**

Office of the United States Trustee  
for the District of Puerto Rico  
Edificio Ochoa  
500 Tanca Street, Suite 301  
San Juan, PR 00901  
(In re: Commonwealth of Puerto Rico)  
and  
Office of the United States Trustee for Region 21  
75 Spring Street, SW, Room 362  
Atlanta, GA 30303  
Attn: Guy G. Gebhart  
Acting United States Trustee (Region 21)  
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Retirees:**

Jenner & Block LLP  
919 Third Avenue  
New York, NY 1022-3908  
Attn: Robert Gordon, Esq.  
Richard Levin, Esq.  
And  
Bennazar, García & Millian, C.S.P.  
Edificio Union Plaza, PH-A Piso 18  
416 Ave. Ponce de León  
Hato Rey, PR 00918  
Attn: A.J. Bennazar-Zequiera, Esq.

**Counsel for U.S. Bank National Association:**

Maslon LLP  
90 South Seventh Street  
Suite 3300  
Minneapolis, MN 55402  
Attn: Clark T. Whitmore, Esq.,  
William Z. Pentelovitch, Esq.,  
John T. Duffey, Esq.,  
Jason M. Reed, Esq.,  
and  
Rivera, Tulla and Ferrer, LLC  
50 Quisqueya Street  
San Juan, PR 00917  
Attn: Eric A. Tulla, Esq.  
Iris J. Cabrera-Gómez, Esq.

**PREPA TITLE III**

**Summary of Legal Fees for the Period January 1, 2018 through January 31, 2018**

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 290.00	35.40	\$ 10,266.00
Carlos E. George	Member	Labor	\$ 245.00	6.70	\$ 1,641.50
Jerry Lucas Marrero	Member	Corporate	\$ 305.00	22.20	\$ 6,771.00
Ubaldo M. Fernandez Barrera	Jr. Member	Litigation	\$ 210.00	8.50	\$ 1,785.00
Isis L. Perez Velez	Jr. Member	Corporate	\$ 250.00	28.90	\$ 7,225.00
Beatriz Baldit Castro	Associate	Corporate	\$ 165.00	29.70	\$ 4,900.50
Jorge A. Candelaria	Associate	Corporate	\$ 170.00	23.50	\$ 3,995.00
Karla M. Morales	Associate	Corporate	\$ 170.00	3.00	\$ 510.00
Daniel J. Perez Refojos	Associate	Litigation	\$ 180.00	17.20	\$ 3,096.00
Emiliano Trigo Fritz	Associate	Corporate	\$ 200.00	15.40	\$ 3,080.00
Rosangela Torres Torres	Associate	Corporate	\$ 160.00	20.20	\$ 3,232.00
Olga M. Alicea	Paralegal	Litigation	\$ 145.00	22.50	\$ 3,262.50
Milagros Marciano Baez	Paralegal	Litigation	\$ 135.00	2.00	\$ 270.00

**Totals** **235.20** **\$ 50,034.50**

**Less: 10% Courtesy discount** **\$ (5,003.45)**

<b>SUMMARY OF LEGAL FEES</b>	<b>\$ 45,031.05</b>
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**Summary of Disbursements for the Period January 1, 2018 through January 31, 2018**

Description - Expenses	Amounts
Duplicating	\$ 232.25
Duplicating-Color	\$ 129.60
Westlaw	\$ 102.25

**Totals** **\$ 464.10**

<b>SUMMARY OF DISBURSEMENTS</b>	<b>\$ 464.10</b>
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**PREPA TITLE III**

**Summary of Legal Fees for the Period January 1, 2018 through January 31, 2018**

<b>Task Code</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
201	Tasks relating to the Board, its Members, its Staff, its Advisors or its Consultants	0.40	\$ 80.00
202	Legal Research	2.60	\$ 520.00
204	Communications with Claim Holders	0.30	\$ 60.00
206	Documents filed on behalf of the Board	33.50	\$ 7,162.00
207	Non-Board Court Filings	3.30	\$ 981.00
208	Stay Matters	2.90	\$ 841.00
209	Adversary Proceeding	39.20	\$ 8,404.50
210	Analysis and Strategy	125.80	\$ 27,670.50
212	General Administration	2.10	\$ 609.00
218	Employment and Fee Applications	0.60	\$ 174.00
219	Docketing	2.00	\$ 270.00
220	Translations	22.50	\$ 3,262.50
			<b>\$ 50,034.50</b>
<b>Less: 10% Courtesy Discount</b>			<b>\$ (5,003.45)</b>
<b>TOTALS</b>		<b>235.20</b>	<b>\$ 45,031.05</b>

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$40,527.95, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$464.10) in the total amount of \$40,992.05.

**Exhibit A**

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

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February 26, 2018

FOMB IN RE PREPA TITLE III

**RE: GENERAL-PREPA TITLE III 17-4780**

Enclosed please find our bill for professional services rendered and reimbursable expenses.  
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

HERMANN BAUER



IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

FOMB IN RE PREPA TITLE III

February 26, 2018  
Bill #: 319385  
Billing Attorney: HDB

### BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending  
January 31, 2018:

Client.Matter: P1705 - 1

RE: GENERAL-PREPA TITLE III 17-4780

Total Professional Services	\$ 9,055.00
Less Discount	<u>\$ -905.50</u>
Net Professional Services	\$ 8,149.50
Total Reimbursable Expenses	<u>\$ 391.66</u>
<b>TOTAL THIS INVOICE</b>	<b>\$ 8,541.16</b>

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813.  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1705 . 1

RE: GENERAL-PREPA TITLE III 17-4780

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
1/02/18	JLM	210	Follow up status of response and deadline to file after translated documents are filed in Court.	.10	305.00	30.50
1/02/18	HDB	208	Receive and review Lift stay notice by TEC General Contractors.	.30	290.00	87.00
1/03/18	HDB	207	Review e-mail and review Appeal to Supreme Court by Vitol, S.A.	.80	290.00	232.00
1/03/18	HDB	208	Receive and review lift stay request from Sucn. Serrallés Second, Inc.	.20	290.00	58.00
1/03/18	HDB	218	Review Fee Statements for Cancio Nadal Diaz (.30) and Ankura Consulting.(.30)	.60	290.00	174.00
1/04/18	HDB	210	Review memorandum on right to sell energy in PR.	.20	290.00	58.00
1/05/18	JLM	210	Review email and list of pending cases.	.10	305.00	30.50
1/05/18	HDB	210	Receive and review e-mail and draft PREC Contract Review Policy.(.40) Review initial comments to policy by I. Perez.(.10) Draft e-mail regarding same.(.10)	.60	290.00	174.00
1/08/18	JLM	210	Review document received related to inquiries of PREPA credit facility.	.30	305.00	91.50
1/08/18	HDB	208	Receive and respond to email regarding lift stay request by Sucn. Serrallés Second, Inc	.10	290.00	29.00
1/09/18	HDB	208	Receive and review Abengoa, S.A. and Abengoa Puerto Rico, S.E.'s Motion and Memorandum for a Modified Lift of Stay to Require PREPA to Coordinate the Conclusion of Trial	.30	290.00	87.00

O'Neill & Borges LLC

Bill #: 319385

February 26, 2018

1/09/18	HDB	208	Tel. conf with counsel for Pan American Grain Co., Inc. regarding Notice for Relief from Stay.(.20) Draft follow-up e-mail to counsel for AAFAF.(.10) Review response by K. Finger.(.10)	.40	290.00	116.00
1/09/18	HDB	208	Follow-up regarding lift stay notice by Aquasur v. PRL&F	.20	290.00	58.00
1/09/18	MMB	219	Docket court notice received by mail dated January 9, 2018, regarding order 530 in case 17-04780 to schedule briefing - H. Bauer, U. Fernandez, D. Pérez.	.10	135.00	13.50
1/10/18	HDB	212	Review e-mails regarding pending Vitol Remand.	.10	290.00	29.00
1/10/18	HDB	210	Review memorandum by Greenberg regarding offset between PREPA utility debt and PREPA Bond debt.(.30) Draft e-mail regarding same.(.10)	.40	290.00	116.00
1/11/18	HDB	210	Review CW Loan to PREPA Termsheet.(.40) Receive update regarding diligence call.(.30) Receive and review PREPA 13-Week forecast.(.30)	1.00	290.00	290.00
1/11/18	HDB	210	Review term sheet of proposed DIP Loan to PREPA.	.60	290.00	174.00
1/15/18	ETF	201	Reviewing GT memo regarding off set claim by a certain individual bondholder.	.40	200.00	80.00
1/16/18	HDB	210	Consultation on PREPA post-petition financing issues.	.20	290.00	58.00
1/16/18	HDB	206	Receive and review underlying leases in connection with Lease Assumption Motion.	.80	290.00	232.00
1/16/18	DJP	206	Review and analyze preliminary draft of PREPA's First Omnibus Motion for Entry of Order Authorizing PREPA to Assume Certain Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365 and supporting exhibits.	.50	180.00	90.00
1/16/18	DJP	206	Review and analyze preliminary draft of PREPA'S Motion to Strike First Notice of Removal and to Remand Adversary Proceedings on Equitable Grounds.	.40	180.00	72.00
1/16/18	DJP	206	Review and organize all exhibits to be filed in support of PREPA'S Motion to Strike First Notice of Removal and to Remand Adversary Proceedings on Equitable Grounds.	.30	180.00	54.00

O'Neill & Borges LLC

Bill #: 319385

February 26, 2018

1/16/18	DJP	206	File the Motion to Strike First Notice of Removal and to Remand Adversary Proceedings on Equitable Grounds in case 17-4780 through the court's electronic filing system.	.20	180.00	36.00
1/16/18	DJP	206	Review and finalize PREPA's First Omnibus Motion for Entry of an Order Authorizing PREPA to Assume Certain Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365.	.80	180.00	144.00
1/16/18	DJP	206	File PREPA's First Omnibus Motion for Entry of an Order Authorizing PREPA to Assume Certain Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365, and supporting exhibits, through the court's electronic filing system in case 17-4780.	.20	180.00	36.00
1/16/18	DJP	206	Draft and send email to Prime Clerk LLC informing of the filing of PREPA's First Omnibus Motion for Entry of an Order Authorizing PREPA to Assume Certain Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365 and requesting service accordingly.	.10	180.00	18.00
1/16/18	ETF	202	Studying certain issues related credit facility by the CW to PREPA and possible adequate protection claims by bondholders.	2.60	200.00	520.00
1/17/18	HDB	206	Review and sign-off on Amended Lease Assumption Motion	.20	290.00	58.00
1/17/18	HDB	207	Receive and review Stipulation for Rule 2004 Examination of PREPA	.40	290.00	116.00
1/17/18	DJP	206	Draft and send email to presiding judge attaching PREPA's First Omnibus Motion for Entry of an Order Authorizing PREPA to Assume Certain Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365, and exhibits, as filed in cases 17-4780-LTS9 (Docket No. 534) and 17-3283-LTS9 (Docket No. 2254).	.30	180.00	54.00
1/17/18	DJP	210	Discuss with counsel from Proskauer Rose LLP logistics and strategy in connection with the filing of PREPA's Amended First Omnibus Motion for Entry of an Order Authorizing PREPA to Assume Certain Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365.	.30	180.00	54.00

CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE

O'Neill & Borges LLC

Bill #: 319385

February 26, 2018

1/17/18	DJP	206	File PREPA's Amended First Omnibus Motion for Entry of an Order Authorizing PREPA to Assume Certain Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365, and supporting exhibits, through the court's electronic filing system in case 17-4870.	.20	180.00	36.00
1/17/18	MMB	219	Docket court notice received by mail dated January 17, 2018, regarding order scheduling briefing REGARDING: dkt. 533 motion to strike first notice of removal and to remand adversary proceedings on equitable grounds - H. Bauer, U. Fernandez, D. Pérez.	.10	135.00	13.50
1/18/18	HDB	208	Receive and review e-mail from K. Finger regarding PanAmerican Stay Relief Request (.10) and (.20) respond thereto.	.20	290.00	58.00
1/19/18	JLM	210	Work on draft opposition to ICSE's motion to remand and provide comments to document.	.60	305.00	183.00
1/19/18	JLM	207	Review and consider prior motions filed related to ICSE's motion for remand and stay.	.40	305.00	122.00
1/19/18	HDB	206	Review and sign-off on Notice of Presentment of Supplemental Order Granting Motion for Entry of Order Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4), with Respect to PREPA. Regarding: [536] MOTION PREPA's First Omnibus Motion for Entry of an Order Authorizing PREPA to Assume Certain Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365.	.20	290.00	58.00
1/19/18	HDB	208	Review response to Pan American's request to lift stay.	.10	290.00	29.00
1/19/18	DJP	206	Discuss strategy and logistics pertaining to the filing of a supplemental 365(d)(4) order on behalf of PREPA.	.20	180.00	36.00
1/19/18	DJP	206	Review and finalize Notice of Presentment of Supplemental Order Granting Motion for Entry of Order Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4), with Respect to PREPA, in anticipation of its filing.	.40	180.00	72.00

O'Neill & Borges LLC

Bill #: 319385

February 26, 2018

1/19/18	DJP	206	Review and finalize Proposed Supplemental Order Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4), with Respect to PREPA, and remaining exhibits, in anticipation of their filing.	.20	180.00	36.00
1/19/18	DJP	206	File the Notice of Presentment of Supplemental Order Granting Motion for Entry of Order Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4) and supporting exhibits, in case 17-4780 through the court's electronic filing system.	.20	180.00	36.00
1/19/18	DJP	206	Draft and send email to Prime Clerk LLC informing of the filing of Notice of Presentment of Supplemental Order Granting Motion for Entry of Order Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4) and supporting exhibits, and requesting service thereof.	.10	180.00	18.00
1/19/18	DJP	206	Draft and send email to presiding judge attaching stamped versions of the Notice of Presentment of Supplemental Order Granting Motion for Entry of Order Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4) and supporting exhibits, as filed in cases 17-3283 and 17-4780.	.20	180.00	36.00
1/22/18	HDB	208	Receive and review lift stay notice by Lauren De Pablo and others in connection with Lauren De Pablo, et. als. V. Luis Ortega, et. als., Civil Núm F DP2008-0286(404) and the case of Rolando Martinez Finale vs. Luis Acosta Ortega, civil núm. F DP2012-0114(404)	.30	290.00	87.00
1/23/18	HDB	208	Receive and review PREPA's Objection to Abengoa, S.A., Abengoa Puerto Rico, S.E. Motion for Relief from Stay	.30	290.00	87.00
1/26/18	HDB	206	Review e-mails regarding urgent motion to set deadlines in connection with post petition financing motion.(.40) Tel. conf. E. Barak.(.20) Review Case Management Order.(.20) Revise and edit various drafts of the motion to set deadline and excess pages.(.40) Review e-mails regarding service of motion.(.10) Receive and review Court Order.(.10)	1.40	290.00	406.00



O'Neill & Borges LLC

Bill #: 319385

February 26, 2018

1/26/18	HDB	212	Receive and review Supplemental Order Granting Motion for Entry of Order Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4), with Respect to PREPA	.10	290.00	29.00
1/26/18	UMF	206	Draft and review for filing urgent scheduling motion and postpetition financing motion.	2.80	210.00	588.00
1/27/18	HDB	206	Revise draft Motion for PREPA Postpetition Financing.(1.20) Draft e-mails regarding same.(.30) Revise and sign-off on final draft of motion and supporting documents.(.80) Coordinate filing and service of motion.(.70)	3.00	290.00	870.00
1/27/18	HDB	212	Review correspondence regarding Juan Frau Escudero's claim regarding Reimbursement from the Renewable (Green) Energy Fund	.20	290.00	58.00
1/27/18	ILP	210	Work on matters related to Urgent Joint Motion for Entry of Interim and Final Orders Authorizing Postpetition Secured Financing and Granting Priming Liens and Providing Superpriority Administrative Expense Claims, among other relief.	.50	250.00	125.00
1/27/18	UMF	206	Reviewing and finalizing for filing the postpetition financing motion and documents in support thereof.	3.70	210.00	777.00
1/29/18	HDB	207	Receive and review Ambac's Notices of Deposition of D. Mondell.(.20) and Andrew Wolfe, in connection with DIP Financing Motion.(.2) Draft e-mails regarding same.(.10)	.50	290.00	145.00
1/29/18	HDB	206	Revise and sign-off on the Notice of and Declaration of Nelson Morales Rivera in Support of PREPA's First Omnibus Motion for Entry of an Order Authorizing PREPA to Assume Certain Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365 (.20) File (.10) and serve (.10) the same.	.40	290.00	116.00
1/29/18	MMB	219	Docket court notice received by mail dated January 26, 2018, regarding order dkt. 548 granting Urgent motion 547 for extension of deadlines in connection with 3rd amended notice - H. Bauer, U. Fernandez, D. Pérez.	.10	135.00	13.50



O'Neill & Borges LLC

Bill #: 319385

February 26, 2018

1/30/18	HDB	212	Receive and review Joint Request of the Ad Hoc Group of PREPA Bondholders, National Public Finance Guarantee Corp., Assured Guaranty Corp., Assured Guaranty Municipal Corp., Syncora Guarantee Inc., and U.S. Bank National Association for the Production of Documents by PREPA, the Oversight Board, AAFAF, and the Commonwealth.(.20) Joint Notices of Deposition for D. Mondell, A. Wolfe and T. Filsinger.(.20)	.40	290.00	116.00
1/30/18	HDB	208	Receive and review Wide Range Corporation request for relief from stay.(.20) Draft e-mails regarding the same.(.10)	.30	290.00	87.00
1/30/18	HDB	212	Tel. conf. M. Lecaroz (US Trustee's Office) regarding PREPA DIP Motion.(.10) Draft e-mail regarding same.(.10)	.20	290.00	58.00
1/30/18	HDB	212	Receive and review amended notice of deposition for Andy Wolfe (in connection with PREPA DIP Motion).	.10	290.00	29.00
1/30/18	HDB	208	Receive and review Abengoa's Reply to Opposition to Motion for Relief from Stay.	.20	290.00	58.00
1/30/18	HDB	206	Review and sign-off on draft motion to further extend the deadlines for removal of actions for PREPA	.40	290.00	116.00
1/30/18	DJP	206	Draft and send email to presiding judge attaching stamped versions of the Notice of Declaration of Nelson Morales Rivera in Support of PREPA's First Omnibus Motion for Entry of an Order Authorizing PREPA to Assume Certain Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365, 17-bk-04780 (Docket No. 552).	.20	180.00	36.00
1/30/18	DJP	206	Discuss logistics and strategy in connection with the filing of PREPA's Motion for Entry of (I) Bridge Order and (II) Order Pursuant to Rule 9006(b) of the Federal Rules of Bankruptcy Procedure Further Enlarging the Time Within Which to File Notices of Removal Pursuant to Bankruptcy Rule 9027.	.20	180.00	36.00
1/30/18	DJP	206	Review and finalize PREPA's Motion for Entry of (I) Bridge Order and (II) Order Pursuant to Rule 9006(b) of the Federal Rules of Bankruptcy Procedure Further Enlarging the Time Within Which to File Notices of Removal Pursuant to Bankruptcy Rule 9027 and related exhibits, in anticipation of its filing.	.40	180.00	72.00

O'Neill & Borges LLC

Bill #: 319385

February 26, 2018

1/30/18	DJP	206	File PREPA's Motion for Entry of (I) Bridge Order and (II) Order Pursuant to Rule 9006(b) of the Federal Rules of Bankruptcy Procedure Further Enlarging the Time Within Which to File Notices of Removal Pursuant to Bankruptcy Rule 9027, and supporting exhibits, through the court's electronic filing system in case 17-4780.	.20	180.00	36.00
1/30/18	DJP	206	Draft and send email to Prime Clerk LLC informing of the filing of PREPA's Motion for Entry of (I) Bridge Order and (II) Order Pursuant to Rule 9006(b) of the Federal Rules of Bankruptcy Procedure Further Enlarging the Time Within Which to File Notices of Removal Pursuant to Bankruptcy Rule 9027 and requesting service accordingly.	.10	180.00	18.00
1/30/18	DJP	206	Draft and send email to presiding judge attaching stamped versions of the PREPA's Motion for Entry of (I) Bridge Order and (II) Order Pursuant to Rule 9006(b) of the Federal Rules of Bankruptcy Procedure Further Enlarging the Time Within Which to File Notices of Removal Pursuant to Bankruptcy Rule 9027, as filed in 17-4780.	.20	180.00	36.00
1/31/18	HDB	212	Review Filsinger Declaration in anticipation of deposition.	.60	290.00	174.00
1/31/18	HDB	206	Review draft and sign-off on Urgent Motion of the Financial Oversight and Management Board for Puerto Rico for Entry of Order Clarifying Scope of Interim Hearing on Urgent Joint Motion of the Financial Oversight and Management Board for Puerto Rico and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Entry of Interim and Final Orders (A) Authorizing Postpetition Secured Financing; (B) Granting Priming Liens and Providing Superpriority Administrative Expense Claims; (C) Modifying the Automatic Stay, (D) Scheduling a Final Hearing, and (E) Granting Related Relief.(.30) Draft e-mails with comments to motion.(.10)	.40	290.00	116.00
1/31/18	HDB	212	Review letter to First Circuit concerning expedited consideration Ad Hoc of PREPA Bondholder's appeal regarding lift stay motion.	.20	290.00	58.00
1/31/18	UMF	206	Review and finalize for filing urgent motion to supplement postpetition financing motion.	1.20	210.00	252.00

O'Neill & Borges LLC

Bill #: 319385

February 26, 2018

1/31/18	DJP	210	Discuss strategy and logistics in connection with the drafting and filing of an urgent motion for entry of order clarifying scope of interim hearing.	.20	180.00	36.00
1/31/18	DJP	206	Review and finalize Urgent Motion of the Financial Oversight and Management Board for Puerto Rico for Entry of Order Clarifying Scope of Interim Hearing on Urgent Joint Motion of the Financial Oversight and Management Board for Puerto Rico and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Entry of Interim and Final Orders (A) Authorizing Postpetition Secured Financing; (B) Granting Priming Liens and Providing Superpriority Administrative Expense Claims; (C) Modifying the Automatic Stay, (D) Scheduling a Final Hearing, and (E) Granting Related Relief.	.40	180.00	72.00
1/31/18	DJP	206	Review and finalize the proposed order to be attached to the Urgent Motion of the Financial Oversight and Management Board for Puerto Rico for Entry of Order Clarifying Scope of Interim Hearing.	.30	180.00	54.00
1/31/18	DJP	206	File the Urgent Motion of the Financial Oversight and Management Board for Puerto Rico for Entry of Order Clarifying Scope of Interim Hearing on Urgent Joint Motion of the Financial Oversight and Management Board for Puerto Rico and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Entry of Interim and Final Orders (A) Authorizing Postpetition Secured Financing; (B) Granting Priming Liens and Providing Superpriority Administrative Expense Claims; (C) Modifying the Automatic Stay, (D) Scheduling a Final Hearing, and (E) Granting Related Relief, and supporting exhibit through the court's electronic filing system in case 17-4780.	.20	180.00	36.00

O'Neill & Borges LLC

Bill #: 319385

February 26, 2018

1/31/18	DJP	206	Draft and send email to Prime Clerk LLC informing of the filing of File the Urgent Motion of the Financial Oversight and Management Board for Puerto Rico for Entry of Order Clarifying Scope of Interim Hearing on Urgent Joint Motion of the Financial Oversight and Management Board for Puerto Rico and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Entry of Interim and Final Orders (A) Authorizing Postpetition Secured Financing; (B) Granting Priming Liens and Providing Superpriority Administrative Expense Claims; (C) Modifying the Automatic Stay, (D) Scheduling a Final Hearing, and (E) Granting Related Relief, and requesting service accordingly.	.10	180.00	18.00
1/31/18	DJP	206	Draft and send email to presiding judge attaching stamped versions of the Urgent Motion of the Financial Oversight and Management Board for Puerto Rico for Entry of Order Clarifying Scope of Interim Hearing on Urgent Joint Motion of the Financial Oversight and Management Board for Puerto Rico and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Entry of Interim and Final Orders (A) Authorizing Postpetition Secured Financing; (B) Granting Priming Liens and Providing Superpriority Administrative Expense Claims; (C) Modifying the Automatic Stay, (D) Scheduling a Final Hearing, and (E) Granting Related Relief, as filed in case 17-4780.	.20	180.00	36.00

TOTAL PROFESSIONAL SERVICES \$ 9,055.00

Less Discount \$ -905.50

NET PROFESSIONAL SERVICES: \$ 8,149.50

### SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
JERRY LUCAS MARRERO	1.50	305.00	457.50
HERMANN BAUER	16.90	290.00	4,901.00
ISIS L. PEREZ VELEZ	.50	250.00	125.00
UBALDO M. FERNANDEZ BARRERA	7.70	210.00	1,617.00
DANIEL J. PEREZ REFOJOS	7.30	180.00	1,314.00
EMILIANO TRIGO FRITZ	3.00	200.00	600.00
MILAGROS MARCANO BAEZ	.30	135.00	40.50

CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE

O'Neill & Borges LLC

Bill #: 319385

February 26, 2018

<b>Total</b>	<b>37.20</b>	<b>\$ 9,055.00</b>
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**EXPENSES**

<b>Date</b>	<b>Description</b>	<b>Amount</b>
1/15/18	DUPLICATING - AS OF 1/15/18 (1 Copies @ \$.25)	.25
1/23/18	DUPLICATING-COLOR- AS OF 1/23/18 (324 Copies @ \$.40)	129.60
1/25/18	DUPLICATING - AS OF 1/25/18 (136 Copies @ \$.25)	34.00
1/25/18	DUPLICATING - AS OF 1/25/18 (8 Copies @ \$.25)	2.00
1/26/18	DUPLICATING - AS OF 1/26/18 (784 Copies @ \$.25)	196.00
1/31/18	WESTLAW -Legal Research as of 1-31-2018	29.81

TOTAL REIMBURSABLE EXPENSES \$ 391.66

**TOTAL THIS INVOICE \$ 8,541.16**

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

---

February 26, 2018

FOMB IN RE PREPA TITLE III

**RE: 17-00218-LTS PREPA V. VITOL S.A. ET AL-HDB**

Enclosed please find our bill for professional services rendered and reimbursable expenses.  
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

HERMANN BAUER

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE PREPA TITLE III

February 26, 2018  
Bill #: 319386  
Billing Attorney: HDB

### BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending  
January 31, 2018:

Client.Matter: P1705 - 801

RE: 17-00218-LTS PREPA V. VITOL S.A. ET AL-HDB

Total Professional Services	\$ 179.50
VOLUME DISCOUNT	<u>\$ -17.95</u>
Net Professional Services	\$ 161.55
Total Reimbursable Expenses	<u>\$ .00</u>
<b>TOTAL THIS INVOICE</b>	<b>\$ 161.55</b>



IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1705 . 801

RE: 17-00218-LTS PREPA V. VITOL S.A. ET AL-HDB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
1/16/18	DJP	206	File the Motion to Strike First Notice of Removal and to Remand Adversary Proceedings on Equitable Grounds in case 17-218 through the court's electronic filing system.	.20	180.00	36.00
1/16/18	DJP	206	Draft and send email to Prime Clerk LLC informing of the filing of PREPA's Motion to Strike First Notice of Removal and to Remand Adversary Proceedings on Equitable Grounds in cases 17-4780, 17-221 and 17-218, and requesting service accordingly.	.10	180.00	18.00
1/16/18	DJP	206	Draft and send email to presiding judge attaching stamped version of PREPA's Motion to Strike First Notice of Removal and to Remand Adversary Proceedings on Equitable Grounds as filed in cases 17-4780, 17-221 and 17-218.	.30	180.00	54.00
1/17/18	MMB	219	Docket court notice received by mail dated January 17, 2018, regarding order scheduling briefing REGARDING: dkt. 10 motion to strike first notice of removal and to remand adversary proceedings on equitable grounds - H. Bauer, U. Fernandez, D. Pérez.	.10	135.00	13.50
1/27/18	HDB	209	Review e-mail's regarding commencement of settlement discussions regarding Vitol.	.20	290.00	58.00
TOTAL PROFESSIONAL SERVICES						\$ 179.50
VOLUME DISCOUNT						<u>\$ -17.95</u>
NET PROFESSIONAL SERVICES:						\$ 161.55

O'Neill & Borges LLC

Bill #: 319386

February 26, 2018

**SUMMARY OF PROFESSIONAL SERVICES**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>
HERMANN BAUER	.20	290.00	58.00
DANIEL J. PEREZ REFOJOS	.60	180.00	108.00
MILAGROS MARCANO BAEZ	.10	135.00	13.50
<b>Total</b>	<b>.90</b>		<b>\$ 179.50</b>

**TOTAL THIS INVOICE**

**\$ 161.55**

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813.  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

---

February 26, 2018

FOMB IN RE PREPA TITLE III

**RE: 17-00221-LTS PREPA V. VITOL S.A. ET AL-HDB**

Enclosed please find our bill for professional services rendered and reimbursable expenses.  
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

HERMANN BAUER

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

FOMB IN RE PREPA TITLE III

February 26, 2018  
Bill #: 319387  
Billing Attorney: HDB

**BILLING SUMMARY**

For Professional Services Rendered and Reimbursable Expenses for the period ending  
January 31, 2018:

**Client.Matter: P1705 - 802**

**RE: 17-00221-LTS PREPA V. VITOL S.A. ET AL-HDB**

Total Professional Services	\$ 600.50
VOLUME DISCOUNT	<u>\$ -60.05</u>
Net Professional Services	\$ 540.45
Total Reimbursable Expenses	<u>\$ .00</u>
<b>TOTAL THIS INVOICE</b>	<b>\$ 540.45</b>

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1705 . 802

RE: 17-00221-LTS PREPA V. VITOL S.A. ET AL-HDB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
1/15/18	HDB	209	Receive review Motion to Strike Vitol's Notice of Removal.(.90) Receive and review recommendation concerning response to Petition for Certiorari.(.20)	1.10	290.00	319.00
1/16/18	HDB	209	Review and sign-off motion to strike Vitol's removal.(.60) Tel. conf. C. Theodorosis regarding edits to draft motion.(.10)	.70	290.00	203.00
1/16/18	DJP	206	File the Motion to Strike First Notice of Removal and to Remand Adversary Proceedings on Equitable Grounds in case 17-221 through the court's electronic filing system.	.20	180.00	36.00
1/17/18	HDB	209	Review briefing schedule on Motion to Strike Vitol's Removal.	.10	290.00	29.00
1/17/18	MMB	219	Docket court notice received by mail dated January 17, 2018, regarding order scheduling briefing regarding motion to strike first notice of removal and to remand adversary proceedings on equitable grounds - H. Bauer, U. Fernández, D. Pérez.	.10	135.00	13.50

TOTAL PROFESSIONAL SERVICES \$ 600.50

VOLUME DISCOUNT \$ -60.05

NET PROFESSIONAL SERVICES: \$ 540.45

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	1.90	290.00	551.00
DANIEL J. PEREZ REFOJOS	.20	180.00	36.00

CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE

O'Neill & Borges LLC

Bill #: 319387

February 26, 2018

MILAGROS MARCANO BAEZ	.10	135.00	13.50
<b>Total</b>	<b>2.20</b>		<b>\$ 600.50</b>

**TOTAL THIS INVOICE**

**\$ 540.45**

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

---

February 26, 2018

FOMB IN RE PREPA TITLE III

RE: 17-00228-LTS UTIER V. PREPA ET AL-HDB

Enclosed please find our bill for professional services rendered and reimbursable expenses.  
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

HERMANN BAUER



IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

FOMB IN RE PREPA TITLE III

February 26, 2018  
Bill #: 319388  
Billing Attorney: HDB

### BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending  
January 31, 2018:

Client.Matter: P1705 - 803

RE: 17-00228-LTS UTIER V. PREPA ET AL-HDB

Total Professional Services  
VOLUME DISCOUNT

\$ 1,005.50  
\$ -100.55

Net Professional Services  
Total Reimbursable Expenses

\$ 904.95  
\$ .00

**TOTAL THIS INVOICE**

**\$ 904.95**

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1705 . 803

RE: 17-00228-LTS UTIER V. PREPA ET AL-HDB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
1/05/18	HDB	209	Review and sign-off on Motion for arguments during January 10, 2018 Hearing (.10) Review and sign-off on amendment to motion.(.10)	.20	290.00	58.00
1/05/18	UMF	206	Draft and finalize Amended Informative Motion Of Financial Oversight And Management Board Regarding January 10, 2018 Aurelius/Utier Hearing.	.80	210.00	168.00
1/05/18	DJP	206	Review and finalize the Informative Motion of Financial Oversight and Management Board Regarding January 10, 2018 Aurelius/UTIER Hearing.	.40	180.00	72.00
1/05/18	DJP	206	File the Informative Motion of Financial Oversight and Management Board Regarding January 10, 2018 Aurelius/UTIER Hearing through the court's electronic filing system in AP 17-228.	.20	180.00	36.00
1/05/18	DJP	206	Draft and send email to Prime Clerk LLC informing of the filing of the Informative Motion of Financial Oversight and Management Board Regarding January 10, 2018 Aurelius/UTIER Hearing and requesting service accordingly.	.20	180.00	36.00
1/05/18	DJP	206	Draft and send email to presiding judge attaching stamped version of the Informative Motion of Financial Oversight and Management Board Regarding January 10, 2018 Aurelius/UTIER Hearing.	.20	180.00	36.00
1/05/18	DJP	206	Review and finalize Amended Informative Motion of Financial Oversight and Management Board Regarding January 10, 2018 Aurelius/UTIER Hearing.	.40	180.00	72.00

O'Neill & Borges LLC

Bill #: 319388

February 26, 2018

1/05/18	DJP	206	File the Amended Informative Motion of Financial Oversight and Management Board Regarding January 10, 2018 Aurelius/UTIER Hearing through the court's electronic filing system in AP 17-228.	.20	180.00	36.00
1/05/18	DJP	206	Draft and send email to Prime Clerk LLC informing of the filing of the Amended Informative Motion of Financial Oversight and Management Board Regarding January 10, 2018 Aurelius/UTIER Hearing and requesting service accordingly.	.20	180.00	36.00
1/05/18	DJP	206	Draft and send email to presiding judge attaching stamped version of the Amended Informative Motion of Financial Oversight and Management Board Regarding January 10, 2018 Aurelius/UTIER Hearing.	.20	180.00	36.00
1/05/18	DJP	206	Discuss logistics in connection with the filing of an Amended Informative Motion of Financial Oversight and Management Board Regarding January 10, 2018 Aurelius/UTIER Hearing.	.30	180.00	54.00
1/08/18	HDB	209	Receive and review Second Amended Informative Motion regarding Oral Arguments.	.20	290.00	58.00
1/08/18	DJP	206	Review and analyze first draft of the Second Amended Informative Motion of Financial Oversight and Management Board Regarding January 10, 2018 Aurelius/UTIER Hearing in anticipation of its filing.	.40	180.00	72.00
1/08/18	DJP	206	Review and finalize Second Amended Informative Motion of Financial Oversight and Management Board Regarding January 10, 2018 Aurelius/UTIER Hearing in anticipation of its filing.	.30	180.00	54.00
1/08/18	DJP	206	File the Second Amended Informative Motion of Financial Oversight and Management Board Regarding January 10, 2018 Aurelius/UTIER Hearing in anticipation through the court's electronic filing system in AP 17-228.	.30	180.00	54.00
1/08/18	DJP	206	Draft and send email to Prime Clerk LLC informing of the filing of the Second Amended Informative Motion of Financial Oversight and Management Board Regarding January 10, 2018 Aurelius/UTIER Hearing and requesting service accordingly.	.10	180.00	18.00

O'Neill & Borges LLC

Bill #: 319388

February 26, 2018

1/08/18	DJP	206	Draft and send email to presiding judge attaching stamped copy of the Second Amended Informative Motion of Financial Oversight and Management Board Regarding January 10, 2018 Aurelius/UTIER Hearing.	.20	180.00	36.00
1/08/18	ETF	204	Conference call with Proskauer and UTIER's counsel.	.30	200.00	60.00
1/11/18	MMB	219	Docket court notice received by mail dated January 11, 2018, regarding transcript of January 10, 2018 hearing - H. Bauer, U. Fernandez, D. Pérez.	.10	135.00	13.50

TOTAL PROFESSIONAL SERVICES \$ 1,005.50

VOLUME DISCOUNT \$ -100.55

NET PROFESSIONAL SERVICES: \$ 904.95

#### SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.40	290.00	116.00
UBALDO M. FERNANDEZ BARRERA	.80	210.00	168.00
DANIEL J. PEREZ REFOJOS	3.60	180.00	648.00
EMILIANO TRIGO FRITZ	.30	200.00	60.00
MILAGROS MARCANO BAEZ	.10	135.00	13.50
<b>Total</b>	<b>5.20</b>		<b>\$ 1,005.50</b>

TOTAL THIS INVOICE

\$ 904.95

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813.  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

---

February 26, 2018

FOMB IN RE PREPA TITLE III

**RE: 17-00229-LTS UTIER V. PREPA ET AL-HDB**

Enclosed please find our bill for professional services rendered and reimbursable expenses.  
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

HERMANN BAUER

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE PREPA TITLE III

February 26, 2018  
Bill #: 319389  
Billing Attorney: HDB

### BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending  
January 31, 2018:

Client.Matter: P1705 - 804

RE: 17-00229-LTS UTIER V. PREPA ET AL-HDB

Total Professional Services  
VOLUME DISCOUNT

\$ 10,019.50  
\$ -1,001.95

Net Professional Services  
Total Reimbursable Expenses

\$ 9,017.55  
\$ .00

**TOTAL THIS INVOICE**

**\$ 9,017.55**

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1705 . 804

RE: 17-00229-LTS UTIER V. PREPA ET AL-HDB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
1/02/18	CEG	206	Revise FOMB's motion to dismiss.	.80	245.00	196.00
1/03/18	HDB	209	Receive and review draft Motion to Dismiss Amended Complaint in 17-AP-229.(1.10) Review memorandum regarding Appeals Court Cases upholding the Constitutionality of Act 66-2014.(.30)	1.40	290.00	406.00
1/03/18	HDB	209	Receive and review meet and confer letter in anticipation of Motion to Dismiss First Amended Complaint.	.30	290.00	87.00
1/03/18	CEG	210	Consider several issues on taking and challenge under Law 66.(.80) Other legal issues on e-mail.(.30)	1.10	245.00	269.50
1/03/18	RTT	209	Review and analyze the amended complaint and its exhibits.	3.70	160.00	592.00
1/03/18	RTT	209	Review and analyze Puerto Rico Court of Appeals jurisprudence regarding the validity of Act No. 66-2014.	4.10	160.00	656.00
1/03/18	RTT	209	Draft email to C. George summarizing relevant Puerto Rico Court of Appeals jurisprudence regarding the validity of Act No. 66-2014.	1.70	160.00	272.00
1/03/18	RTT	209	Review and analyze draft motion to dismiss the amended complaint.	3.80	160.00	608.00
1/04/18	HDB	210	Review issues regarding PR Appeal's Court Cases upholding Act 66-2014, in connection with Motion to Dismiss Amended Complaint.(.20) Consider possible collateral estoppel arguments (.20)	.40	290.00	116.00
1/04/18	HDB	209	Receive and review AAFAF's meet and confer letter regarding Motion to Dismiss.	.20	290.00	58.00
1/04/18	CEG	210	Exchange emails with regards to motion to dismiss.	.60	245.00	147.00



O'Neill & Borges LLC

Bill #: 319389

February 26, 2018

1/04/18	RTT	209	Draft email regarding comments to the draft motion to dismiss amended complaint.	.70	160.00	112.00
1/04/18	RTT	209	Conduct research to verify pending or resolved certioraris before the Puerto Rico Supreme Court regarding constitutionality of Act No. 66-2014.	2.20	160.00	352.00
1/04/18	RTT	209	Revise email sent by M. Morris regarding application of the collateral estoppel doctrine to UTIER for claims previously litigated by its affiliates.	.20	160.00	32.00
1/04/18	RTT	209	Review and analyze Puerto Rico Supreme Court and Court of Appeals jurisprudence regarding the application of the collateral estoppel doctrine to associations for claims previously litigated by its affiliates.	2.80	160.00	448.00
1/04/18	RTT	209	Draft email to C. George regarding the application of the collateral estoppel doctrine to associations for claims previously litigated by its affiliates.	.70	160.00	112.00
1/04/18	RTT	209	Revise the constitutional doctrine on the standing that associations hold to vindicate their members rights.	.30	160.00	48.00
1/04/18	OMA	220	As requested by attorneys C. E. George and H. D. Bauer, translate documents from Spanish to English, including 2016 WL 5390852 and 2017 WL 2499323.	3.50	145.00	507.50
1/05/18	OMA	220	As requested by attorneys C. E. George and H. D. Bauer, translate documents from Spanish to English, including 2016 WL 5390852 and 2017 WL 2499323.	1.00	145.00	145.00
1/08/18	HDB	209	Review issues regarding hearing date on motion to dismiss.(.10) Review issues regarding call between counsel regarding pending issues.(.10)	.20	290.00	58.00
1/08/18	OMA	220	As requested by attorneys C. E. George and H. D. Bauer, translate documents from Spanish to English, including 2016 W L 5390852 and 2017 W L 2499323.	5.00	145.00	725.00
1/09/18	HDB	209	Receive and sign-off Urgent Motion on Page Limits.	.20	290.00	58.00
1/09/18	DJP	206	Review and finalize Unopposed Urgent Motion of Defendants Financial Oversight and Management Board for Puerto Rico, the Puerto Rico Electric Power Authority, and Natalie A. Jaresko to Exceed Page Limits in Connection with Briefing on Motion to Dismiss Plaintiff's Amended Complaint, in anticipation of its filing.	.40	180.00	72.00

O'Neill & Borges LLC

Bill #: 319389

February 26, 2018

1/09/18	DJP	206	Review and finalize Proposed Order to be submitted as an attachment to the Unopposed Urgent Motion of Defendants Financial Oversight and Management Board for Puerto Rico, the Puerto Rico Electric Power Authority, and Natalie A. Jaresko to Exceed Page Limits in Connection with Briefing on Motion to Dismiss Plaintiff's Amended Complaint.	.30	180.00	54.00
1/09/18	DJP	206	File the Unopposed Urgent Motion of Defendants Financial Oversight and Management Board for Puerto Rico, the Puerto Rico Electric Power Authority, and Natalie A. Jaresko to Exceed Page Limits in Connection with Briefing on Motion to Dismiss Plaintiff's Amended Complaint, and supporting exhibit, through the court's electronic filing system in AP 17-229.	.30	180.00	54.00
1/09/18	OMA	220	As requested by attorneys C. E. George and H. D. Bauer, translate documents from Spanish to English, including 2016 WL 5390852 and 2017 WL 2499323.	3.80	145.00	551.00
1/10/18	HDB	209	Receive and review Order granting Urgent Motion.(.10) Draft e-mail regarding same.(.10) Review issues regarding meet and confer.(.10)	.30	290.00	87.00
1/11/18	HDB	209	Receive and review response to meet and confer letters by Plaintiffs.(.20) Receive and review response to the Non-Debtor's Defendants meet and confer letter.(.20) Participate in meet and confer call.(.30)	.70	290.00	203.00
1/11/18	HDB	209	Receive and review Notice of Motion to Dismiss.(.10) Proposed order.(.10) Motion submitting translations.(.10) Draft e-mail regarding same.(.10)	.40	290.00	116.00
1/11/18	CEG	209	Tel. conference with regards to motion to dismiss in compliance to court order. Review related communications.	.50	245.00	122.50
1/12/18	HDB	209	Revise and sign-off on final version of Motion to Dismiss Amended Complaint in 17-AP-229.	.60	290.00	174.00
1/12/18	DJP	206	Review, analyze and suggest proposed changes to the preliminary draft of Motion to Dismiss Plaintiff Amended Adversary Complaint pursuant to Fed.R.Civ.P. 12(b)(1) and (b)(6) to be filed in case Adv. Proc. No. 17-229.	1.30	180.00	234.00
1/12/18	DJP	206	Discuss logistics related to the filing of various documents to be made in case Adv. Proc. No. 17-229.	.30	180.00	54.00

O'Neill & Borges LLC

Bill #: 319389

February 26, 2018

1/12/18	DJP	206	Review and finalize latest version of the Motion to Dismiss Plaintiff Amended Adversary Complaint pursuant to Fed.R.Civ.P. 12(b)(1) and (b)(6) to be filed in case Adv. Proc. No. 17-229.	.80	180.00	144.00
1/12/18	DJP	206	Review and finalize proposed order to be attached to the Motion to Dismiss Plaintiff Amended Adversary Complaint pursuant to Fed.R.Civ.P. 12(b)(1) and (b)(6) to be filed in case Adv. Proc. No. 17-229.	.20	180.00	36.00
1/12/18	DJP	206	Review and finalize Notice of Motion to Dismiss Plaintiff's Amended Complaint Pursuant to Fed.R.Civ.P. 12(b)(1) and (b)(6) to be filed in case Adv. Proc. No. 17-229.	.30	180.00	54.00
1/12/18	DJP	206	Review and finalize Motion Submitting Certified Translations to be filed in case Adv. Proc. No. 17-229.	.30	180.00	54.00
1/12/18	DJP	206	Review and organize all exhibits (6) to be attached to the Motion Submitting Certified Translations to be filed in case Adv. Proc. No. 17-229.	.30	180.00	54.00
1/12/18	DJP	206	File the Notice of Motion to Dismiss Plaintiff's Amended Complaint Pursuant to Fed.R.Civ.P. 12(b)(1) and (b)(6) in case Adv. Proc. No. 17-229 through the court's electronic filing system.	.20	180.00	36.00
1/12/18	DJP	206	File the Motion to Dismiss Plaintiff's Amended Complaint Pursuant to Fed.R.Civ.P. 12(b)(1) and (b)(6) in case Adv. Proc. No. 17-229 through the court's electronic filing system.	.20	180.00	36.00
1/12/18	DJP	206	File Motion Submitting Certified Translations, and 6 exhibits, in case Adv. Proc. No. 17-229 through the court's electronic filing system.	.20	180.00	36.00
1/12/18	DJP	206	Draft and send single email attaching stamped versions of (a) Notice of Motion to Dismiss Plaintiff's Amended Complaint Pursuant to Fed.R.Civ.P. 12(b)(1) and (b)(6); (b) Motion to Dismiss Plaintiff's Amended Complaint Pursuant to Fed.R.Civ.P. 12(b)(1) and (b)(6); and (c) Motion Submitting Certified Translations, as filed in case Adv. Proc. No. 17-229.	.30	180.00	54.00

O'Neill & Borges LLC

Bill #: 319389

February 26, 2018

1/12/18	DJP	206	Draft and send email to Prime Clerk LLC informing of filing of a) Notice of Motion to Dismiss Plaintiff's Amended Complaint Pursuant to Fed.R.Civ.P. 12(b)(1) and (b)(6); (b) Motion to Dismiss Plaintiff's Amended Complaint Pursuant to Fed.R.Civ.P. 12(b)(1) and (b)(6); and (c) Motion Submitting Certified Translations in case Adv. Proc. No. 17-229, and requesting service accordingly.	.10	180.00	18.00
1/13/18	HDB	209	Review Motion to Dismiss First Amended Complaint filed by the Non-Governmental individual defendants.	.60	290.00	174.00
1/16/18	HDB	210	Participate in call regarding analysis of collective bargaining agreements.	.40	290.00	116.00
1/19/18	CEG	209	Review case law in support of validity of Law 66 for motion to dismiss.	.60	245.00	147.00
1/25/18	OMA	220	As requested by attorney C. E. George, translate document - C.O.P.R. v. S.P.U., 181 D.P.R. 299 (2011); 2011 TSPR 47.	2.90	145.00	420.50
1/26/18	OMA	220	As requested by attorney C. E. George, translate document - C.O.P.R. v. S.P.U., 181 D.P.R. 299 (2011); 2011 TSPR 47.	2.10	145.00	304.50
1/29/18	OMA	220	As requested by attorney C. E. George, translate document - C.O.P.R. v. S.P.U., 181 D.P.R. 299 (2011); 2011 TSPR 47.	1.30	145.00	188.50
1/31/18	OMA	220	As requested by attorney C. E. George, translate document - C.O.P.R. v. S.P.U., 181 D.P.R. 299 (2011); 2011 TSPR 47.	2.90	145.00	420.50

TOTAL PROFESSIONAL SERVICES \$ 10,019.50

VOLUME DISCOUNT \$ -1,001.95

NET PROFESSIONAL SERVICES: \$ 9,017.55

### SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	5.70	290.00	1,653.00
CARLOS E. GEORGE	3.60	245.00	882.00
DANIEL J. PEREZ REFOJOS	5.50	180.00	990.00

O'Neill & Borges LLC

Bill #: 319389

February 26, 2018

ROSANGELA TORRES TORRES	20.20	160.00	3,232.00
OLGA M. ALICEA	22.50	145.00	3,262.50
<b>Total</b>	<b>57.50</b>		<b>\$ 10,019.50</b>

**TOTAL THIS INVOICE**

**\$ 9,017.55**

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

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January 31, 2018

FOMB IN RE PREPA TITLE III

RE: FISCAL PLAN

Enclosed please find our bill for professional services rendered and reimbursable expenses.  
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

HERMANN BAUER

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE PREPA TITLE III

January 31, 2018  
Bill #: 321710  
Billing Attorney: HDB

### BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending  
January 31, 2018:

Client.Matter: P1705 - 809

RE: FISCAL PLAN

Total Professional Services	\$ 24,409.00
VOLUME DISCOUNT	<u>\$ -2,440.90</u>
Net Professional Services	\$ 21,968.10
Total Reimbursable Expenses	<u>\$ 72.44</u>
<b>TOTAL THIS INVOICE</b>	<b>\$ 22,040.54</b>



IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800  
SAN JUAN, PR 00918-1813  
TEL. (787) 764-8181  
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1705 . 809  
RE: FISCAL PLAN

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
1/04/18	JLM	210	Work on response to Proskauer inquiry regarding right or license to sell electricity in Puerto Rico.	.40	305.00	122.00
1/04/18	JLM	210	Review final response on license to sell electricity.	.10	305.00	30.50
1/04/18	JLM	210	Work on draft response to inquiry by Proskauer regarding sequence of event to addressing modification to regulatory scheme for PREPA modernization.	.40	305.00	122.00
1/05/18	JLM	210	Review final email response to Proskauer concerning sequence of events in PREPA modernization including regulation regime and recommendations.	.20	305.00	61.00
1/08/18	HDB	210	Review memo on regulatory changes in anticipation of PREPA Transformation.	.20	290.00	58.00
1/08/18	ILP	210	Analysis of certain documentation prepared by the Puerto Rico Electric Power Authority (PREPA) in regards to approval of PREPA revolving credit facility.	.70	250.00	175.00
1/08/18	ETF	210	Review PREPA letter requesting approval of a credit facility by the CW.(.30) Review AAFAF letter requesting approval of a credit facility by the CW to PREPA.(.40) Review draft term sheet for such facility.(.50).	1.20	200.00	240.00
1/10/18	JLM	210	Exchange emails with E. Barack regarding conference call being scheduled for tomorrow with PREPA Committee.	.10	305.00	30.50
1/10/18	JLM	210	Review material previously received regarding PREPA modernization and Fiscal Plan in preparation for conference call.	.60	305.00	183.00

O'Neill & Borges LLC

Bill #: 321710

January 31, 2018

1/11/18	JLM	210	Review material received in preparation for conference call with PREPA Committee where PREPA Fiscal Plan and modernization are to be discussed.	.40	305.00	122.00
1/11/18	JLM	210	Attend telephone conference with PREPA Committee and discuss various topics including status of cash flow and need for next thirteen weeks, status of conference meeting and billing and other topics related thereof.	4.00	305.00	1,220.00
1/11/18	ILP	210	Participate in telephone conference with E. Barak, N. Greenberg, A. Bielenberg, S. Brody, and various other representatives from CitiGroup, and Ankura, among others, to discuss various PREPA outstanding issues concerning the 13-week cash flow forecast.	4.00	250.00	1,000.00
1/11/18	ETF	210	Due diligence session with FOMB, GT, Proskauer, McKinsey, Ankura, and Citi regarding PREPA's cash flows, fiscal plan and structure of credit facility.	3.30	200.00	660.00
1/15/18	JLM	210	Email exchange regarding conference call scheduled for today and initial reactions to material and documents received from PREPA.	.30	305.00	91.50
1/15/18	HDB	210	Review Noel Zamot's observations to draft PREPA Fiscal Plan.	.20	290.00	58.00
1/15/18	HDB	210	Review slide deck of preliminary diligence report of PREPA Fiscal Plan Submission.(.60). Draft e-mail regarding issues concerning the same.(.20)	.80	290.00	232.00
1/15/18	HDB	210	Participate in PREPA Subcommittee call regarding draft fiscal plan.	.60	290.00	174.00
1/15/18	ILP	210	Participate in telephone conference with A. Bielenberg, S. Brody, J. Carrion, E. Barak, and D. Skeelee, among others, to discuss matters related to the Puerto Rico Electric Power Authority revised Fiscal Plan.	1.30	250.00	325.00
1/15/18	ILP	210	Review documentation related to the Puerto Electric Authority (PREPA) with regards to the Energy Sector Transformation, including Transformation Plan, and the preliminary diligence of PREPA draft Fiscal Plan submission.	2.50	250.00	625.00
1/15/18	JAC	210	Commence examining and analyzing PREPA's draft Transformation Plan.	.10	170.00	17.00

O'Neill & Borges LLC

Bill #: 321710

January 31, 2018

1/15/18	ETF	210	Review preliminary due diligence of PREPA draft fiscal plan (0.5); Review draft of PREPA transformation plan (1.0); Review draft of amended and restated PREPA fiscal plan (0.4).	1.90	200.00	380.00
1/16/18	JLM	210	Continue review documents received from PREPA Committee related to PREPA Fiscal Plan and modernization preliminary considerations.	1.60	305.00	488.00
1/16/18	JLM	210	Coordinate meeting at O&B of PREPA Committee.	.40	305.00	122.00
1/16/18	CEG	210	Review documents and discuss PREPA CBA's implication/ Participate in related conference call.	.70	245.00	171.50
1/16/18	ILP	210	Analysis of the Puerto Rico Electric Power Authority's ("PREPA") Fiscal Plan and issues related to PREPA's transformation.	3.20	250.00	800.00
1/16/18	JAC	210	Continue examining and analyzing PREPA's draft Transformation Plan.	2.60	170.00	442.00
1/17/18	JLM	210	Review document received and identify potential issues with plan being proposed.	.60	305.00	183.00
1/17/18	JLM	210	Start review PREPA Stipulations.	.30	305.00	91.50
1/17/18	JLM	210	Review notes prepared during meeting with PREPA Committee.	.30	305.00	91.50
1/17/18	JLM	210	Review material and prepare for meeting with PREPA Committee.	.60	305.00	183.00
1/17/18	JLM	210	Attend meeting with PREPA Committee and discuss various topics including cash projection, Credit Facility and Fiscal Plan preliminary structure and content.	2.20	305.00	671.00
1/17/18	HDB	210	Review memorandum regarding CBA's and over view of labor issue in connection with PREPA Fiscal Plan.(.40) Review legal issues regarding rejection of CBA's.(.40)	.80	290.00	232.00
1/17/18	CEG	210	Tel. conference with Board members and consultants related to labor issues.	.50	245.00	122.50
1/17/18	CEG	210	Email to S. Orourke, J. David, K. Rifkind, P. Bailinson, T. Wintner and T. Duvall regarding labor provision under Law 26-2017.	.70	245.00	171.50

O'Neill & Borges LLC

Bill #: 321710

January 31, 2018

1/17/18	ILP	210	Participate in conference with A. Bielenberg, S. Brody, Ankura representatives, and Citi Representatives, among others, to discuss matters related to the Puerto Rico Electric Power Authority financials, including 13 week cash flow forecast and revised Fiscal Plan.	2.30	250.00	575.00
1/17/18	ILP	210	Review documents prepared in preparation for meeting to discuss matters related to the Puerto Rico Electric Power Authority financials, including 13 week cash flow forecast and revised Fiscal Plan.	.80	250.00	200.00
1/17/18	JAC	210	Draft outline regarding legal implementation of PREPA's draft Transformation Plan.	.70	170.00	119.00
1/17/18	ETF	210	Regard of GT memo regarding PREPA labor issues.(.20) Review PREPA fiscal plan due diligence deck.(.40) Prepare for PREPA fiscal plan meeting.(.60) Meeting with Ankura, GT, AAFAF, FOMB staff, Citi and McKinsey.(2.10)	3.30	200.00	660.00
1/18/18	JLM	210	Email exchange regarding FOMB meeting and PREPA discussions that will ensure and availability for inquiries.	.20	305.00	61.00
1/18/18	JLM	210	Continue review material and documents received from PREPA and AAFAF.	1.50	305.00	457.50
1/18/18	JLM	210	Consider issues present related to PREPA modernizations and potential ways to address them and briefly discuss with team.	.50	305.00	152.50
1/18/18	HDB	210	Consultation regarding Title III considerations in connection with proposed amendments to PREPA CBAs.	.40	290.00	116.00
1/18/18	CEG	210	Exchange of emails regarding PREPA CBA and additional potential modifications and interaction with Law 26-2017.(.80) Participate in conference call with counsel for PREPA.(.40)	1.20	245.00	294.00
1/18/18	JAC	210	Meeting with I. L. Perez to discuss recent developments regarding PREPA's draft Transformation Plan.	.20	170.00	34.00
1/18/18	ETF	210	Draft email to Proskauer regarding what GT and PMA are contemplate in terms of PREPA's fiscal plan and CBAs.	.30	200.00	60.00

O'Neill & Borges LLC

Bill #: 321710

January 31, 2018

1/19/18	JLM	210	Continue review documents received from PREPA consultants related to revised Fiscal Plan and PREPA modernization.	1.10	305.00	335.50
1/19/18	JLM	210	Email exchange with FOMB GC office and Proskauer regarding PREPA issues and legal research to undertake redacted to Franchising of power generation, transmissions and distribution.	.30	305.00	91.50
1/20/18	JAC	210	Draft email to I. L. Perez regarding PREPA's draft Transformation Plan.	.20	170.00	34.00
1/21/18	HDB	210	Review issues regarding PREPA franchise right, transferability and other issues defined by K. Rifkind.(.20) Draft e-mail regarding same.(.10)	.30	290.00	87.00
1/22/18	JLM	210	Review and consider inquiry received from FOMB Counsel regarding PREPA Franchise.	.30	305.00	91.50
1/22/18	JLM	210	Review news and articles on governors privatization plan for PREPA.	.50	305.00	152.50
1/22/18	HDB	210	Consultation on legal issues regarding PR Law on assignment of contracts and First Circuit law on assignment of contracts.(.30) Consultation on potential franchise rights of PREPA.(.10)	.40	290.00	116.00
1/22/18	ILP	210	Participate in telephone conference with Proskauer to discuss status and next steps of various outstanding issues with regards to PREPA transformation.	.80	250.00	200.00
1/22/18	JAC	210	Meeting with I. L. Perez to discuss PREPA's legal rights memorandum.	.50	170.00	85.00
1/22/18	JAC	210	Commence drafting memorandum regarding PREPA's rights, including PREPA's general and specific legal duties.	2.50	170.00	425.00
1/23/18	JLM	210	Review various articles and documents regarding Governor Rosello notice concerning the privatization of PREPA.	.40	305.00	122.00
1/23/18	HDB	210	Analyze legal research regarding assignment of contracts.	.20	290.00	58.00
1/23/18	HDB	210	Review outline of memorandum regarding PREPA energy franchise rights.	.20	290.00	58.00

O'Neill & Borges LLC

Bill #: 321710

January 31, 2018

1/23/18	ILP	210	Work on various questions by K. Rifkind regarding the Puerto Rico Electric Power Authority ("PREPA") franchise rights, including the Government's authority to revoke such rights.	3.20	250.00	800.00
1/23/18	BAB	210	Research PR Civil Code provisions regarding assignment of obligations to analyze issues concerning the assignment of PREPA's franchise agreement.	2.00	165.00	330.00
1/23/18	JAC	210	Continue drafting memorandum regarding PREPA's legal rights, including Commonwealth's authority to revoke those rights.	1.20	170.00	204.00
1/23/18	KMM	210	Conduct legal research on Westlaw regarding rights transfer under Puerto Rico law.	1.80	170.00	306.00
1/23/18	KMM	210	Draft legal memorandum regarding transfer of rights.	1.20	170.00	204.00
1/24/18	HDB	210	Review summary of Act 122-2017 and PREC Reorganization Plan.	.30	290.00	87.00
1/24/18	BAB	210	Research PR contract law and interpretative jurisprudence on novation and assignment of credits to analyze issues concerning the assignment of PREPA's franchise agreement.	3.90	165.00	643.50
1/24/18	JAC	210	Continue drafting memorandum regarding PREPA's legal rights, including franchises under Puerto Rican law.	1.20	170.00	204.00
1/24/18	JAC	210	Research law review articles regarding energy regulatory entities in United States, as requested by I. L. Perez.	1.40	170.00	238.00
1/24/18	JAC	210	Analyze legal literature regarding energy public utilities commissions.	.20	170.00	34.00
1/25/18	JLM	210	Conference with team regarding recent filing Plan No. 5 and Senate Bill 808 and actions to be addressed.	.50	305.00	152.50
1/25/18	BAB	210	Research and analyze PR Commercial Transactions Act dispositions regarding the assignment of negotiable instruments, etc. and interpretative jurisprudence to analyze issues concerning the assignment of PREPA's franchise agreement.	3.00	165.00	495.00



O'Neill & Borges LLC

Bill #: 321710

January 31, 2018

1/25/18	BAB	210	Start drafting legal memo of PR Civil Code dispositions and interpretative jurisprudence regarding the assignment of agreements in PR, related to issues concerning the assignment of PREPA's franchise agreement.	3.50	165.00	577.50
1/25/18	JAC	210	Review Amended & Restated PREPA Fiscal Plan as published on January 25.	.20	170.00	34.00
1/25/18	ETF	210	Review PREPA fiscal plan submitted on 24 Jan 2018.	1.40	200.00	280.00
1/26/18	BAB	210	Research and analyze State case law interpreting of Bankruptcy Code section 365's dispositions regarding assignment of executor contracts, to analyze issues concerning the assignment of PREPA's franchise agreement.	2.80	165.00	462.00
1/26/18	JAC	210	Research Title II of PROMESA to assess whether the Oversight Board's consent is necessary to privatize PREPA.	1.40	170.00	238.00
1/26/18	JAC	210	Research Title III of PROMESA to assess whether the Oversight Board's consent is necessary to privatize PREPA.	3.20	170.00	544.00
1/27/18	BAB	210	Continue drafting legal memo setting forth subject novation doctrine for the assignment of contracts under PR law, to be applied to issues concerning the assignment of PREPA's franchise agreement.	4.30	165.00	709.50
1/27/18	BAB	210	Continue drafting legal memo setting forth assignment of credits doctrine for the assignment of contractual obligations under PR law, to be applied to issues concerning the assignment of PREPA's franchise agreement.	2.90	165.00	478.50
1/28/18	BAB	210	Draft memo summarizing the First Circuit Court of Appeals case law regarding Bankruptcy Code Section 365 assignment of executor contracts, to be applied to issues concerning the assignment of PREPA's franchise agreement.	4.20	165.00	693.00
1/28/18	BAB	210	Continue researching First Circuit Court of Appeals case law regarding Bankruptcy Code Section 365 assignment of executor contracts, to be applied to issues concerning the assignment of PREPA's franchise agreement.	3.10	165.00	511.50



O'Neill & Borges LLC

Bill #: 321710

January 31, 2018

1/29/18	HDB	210	Edit draft memorandum regarding assignments under PR and Bankruptcy law in connection with PREPA Fiscal Plan.	.60	290.00	174.00
1/29/18	JAC	210	Continue preparing draft memo regarding PREPA's legal rights, including Oversight Board consent requirements under PROMESA.	2.30	170.00	391.00
1/29/18	JAC	210	Read and analyze K. M. Morales's memo regarding assignment of rights under Puerto Rican law.	.80	170.00	136.00
1/29/18	JAC	210	Research PROMESA provisions regarding privatization.	1.60	170.00	272.00
1/29/18	JAC	210	Analyze B.A. Baldit Castro's memo regarding assignment of contracts under Puerto Rico law and United States Court of Appeals First Circuit's case law.	1.10	170.00	187.00
1/29/18	JAC	210	Research Puerto Rico Supreme Court case law regarding public and quasi-public franchises, which includes use of Westlaw.	1.90	170.00	323.00
1/30/18	HDB	210	Tel. conf with McKinsey, J. El Koury and K. Rifkind regarding PREPA Fiscal Plan Notice of Violation and PREC issues.	.50	290.00	145.00
1/30/18	ILP	210	Analyze matters related to notice of violation related to PREPA's Fiscal Plan.	.40	250.00	100.00
1/30/18	JAC	210	Review and revise draft memo regarding PREPA's legal rights under Puerto Rican law.	.20	170.00	34.00
1/30/18	ETF	210	Call with McKinsey regarding PREPA's CBAs.	.70	200.00	140.00

TOTAL PROFESSIONAL SERVICES \$ 24,409.00

VOLUME DISCOUNT \$ -2,440.90

NET PROFESSIONAL SERVICES: \$ 21,968.10

#### SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
JERRY LUCAS MARRERO	17.80	305.00	5,429.00
HERMANN BAUER	5.50	290.00	1,595.00
CARLOS E. GEORGE	3.10	245.00	759.50
ISIS L. PEREZ VELEZ	19.20	250.00	4,800.00

CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE

O'Neill & Borges LLC

Bill #: 321710

January 31, 2018

BEATRIZ A. BALDIT CASTRO	29.70	165.00	4,900.50
JORGE A. CANDELARIA	23.50	170.00	3,995.00
EMILIANO TRIGO FRITZ	12.10	200.00	2,420.00
KARLA M. MORALES	3.00	170.00	510.00
<b>Total</b>	<b>113.90</b>		<b>\$ 24,409.00</b>

**EXPENSES**

Date	Description	Amount
1/31/18	WESTLAW -Legal Research as of 1-31-2018	72.44

TOTAL REIMBURSABLE EXPENSES \$ 72.44

**TOTAL THIS INVOICE \$ 22,040.54**